

NOTICE OF AVAILABILITY

The Notice of General Meeting and Scheme Document to which this Form of Proxy relates are available on the Company's website at www.frenkeltoppinggroup.co.uk

NOTES TO THE FORM OF PROXY

- 1 Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the notice of General Meeting which is set out in the scheme document that accompanies this Form of Proxy ("Scheme Document"). Before completing this Form of Proxy, please also read "Action to be Taken" set out on pages 10 to 14 of the Scheme Document. Save where otherwise defined herein, capitalised terms and expressions used in this Form of Proxy shall have the meanings given to them in the Scheme Document.
- 2 Only Frenkel Topping Shareholders, or their duly appointed representatives, are entitled to attend and vote at the General Meeting. A member entitled to vote may appoint one or more proxies, (provided that each proxy is appointed to exercise rights attached to a different Frenkel Topping Share or Frenkel Topping Shares) who need not be members, to exercise all or any of his/her rights to attend and vote on his/her behalf.
- 3 The Form of Proxy gives your proxy(ies) full rights to attend and vote. If you appoint a proxy other than the Chairman of the General Meeting you must ensure they attend in person in order for them to represent you at the General Meeting. Frenkel Topping Shareholders (or their proxy, as applicable) are not required to register to attend the General Meeting in person but are encouraged to do so to facilitate planning and the smooth running of the meeting.
- 4 If you wish to appoint a proxy other than the Chairman of the General Meeting, please insert their name in the space provided and delete 'the Chairman of the Meeting'. To appoint more than one proxy, you should copy this Form of Proxy and indicate in the box the number of Frenkel Topping Shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies, please also mark the box where indicated. If you do not mark the box indicating that you have appointed multiple proxies, then you will be deemed to have appointed the nominated proxy over all your Frenkel Topping Shares. If you appoint multiple proxies (and mark the box accordingly) but do not specify on one proxy form the number of Frenkel Topping Shares over which the relevant proxy may vote, then that proxy form will cover the difference between your total holding of Frenkel Topping Shares and the number of Frenkel Topping Shares indicated on any other proxy form. If you have appointed multiple proxies but do not specify on two or more proxy forms the number of Frenkel Topping Shares over which each proxy may vote, then your holding of Frenkel Topping Shares (other than any Frenkel Topping Shares covered by a proxy form where you did indicate the number of Frenkel Topping Shares over which the proxy may vote) will be divided evenly across the number of proxies appointed by such proxy forms.
- 5 Please indicate, by inserting a cross in the appropriate box, how you wish your votes to be cast. To abstain from voting on a resolution, select the "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. If no voting indication is given your proxy will vote or abstain at his/her discretion. If you return this form with a cross in multiple boxes this proxy form will be invalid. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 6 To be entitled to vote at the General Meeting (and for the purpose of determining the number of votes you may cast) (or any adjourned meeting), you must be entered on the Company's Register of Members as at 6:00 p.m. (London, UK time) on 10 November 2025 or if the meeting is adjourned, at 6:00 p.m. (London, UK time) on the day which is two business days before the date set for the adjourned meeting.
- 7 If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the Frenkel Topping Shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- 8 Any alterations to this Form of Proxy should be initialed by the person who has signed the form.
- 9 Completion and return of this Form of Proxy will not prevent you from attending in person, speaking and voting at the General Meeting, or any adjournment thereof, should you wish to do so.
- 10 In the case of joint holders the names of all joint holders should be given but only one need sign the Form of Proxy, and the vote of the senior joint holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 11 To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be sent by post to the Registrar, Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD or (for uncertificated holders only) lodged using the CREST electronic proxy appointment service (CREST ID: 7RA11) in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 10:15 a.m. (London, UK time) on 10 November 2025 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended). The CREST Manual is available on the Euroclear website (www.euroclear.com).

If you wish to appoint a Proxy please complete and return this Form of Proxy to Neville Registrars using the pre-paid envelope provided. If documents are posted outside the United Kingdom, please return this Form of Proxy in an envelope to Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD and pay the appropriate postage charge.

Frenkel Topping Group PLC

(Incorporated and Registered in England and Wales under the Companies Act 2006 with Company Number 04726826)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 12 November 2025 at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG at 10:15 a.m. (London, UK time) (or as soon thereafter as the Court Meeting is concluded or adjourned) and at any adjournment thereof.

Special Resolution

- 1

To give authority to the directors of the Company to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect, as set out in the notice of the General Meeting, including (amongst other things) to amend the Company's articles of association and that the Company be re-registered as a private limited company under the name of Frenkel Topping Group Limited

FOR

AGAINST

WITHHELD

☐

☐

☐

Your Personal Proxy Registration Code is: ABCD-123-EFG

If you are planning to attend the General Meeting, please tick the following box: ☐

Mark this box with an "X" if you are appointing more than one proxy: ☐

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of Frenkel Topping Shares in relation to which your proxy is authorised to vote:

Date:

D

D

-

M

M

-

Y

Y



Attendance Card

Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The General Meeting will start at 10:15 a.m. (London, UK time) (or as soon thereafter as the Court Meeting is concluded or adjourned) and is being held on 12 November 2025 at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG.

If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

