

NOTICE OF AVAILABILITY

The Notice of General Meeting and circular dated 4 August 2023 (the "Scheme Document") to which this Form of Proxy relates are available on the Company's website at www.greshamhouse.com/ghe-plc-offer.

NOTES TO THE FORM OF PROXY

- 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. Before completing this Form of Proxy, please also read "Action to be Taken" set out in 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.
- The Special Resolution will be proposed as a special resolution. For the Special Resolution to pass, at least three-quarters of the votes cast must be in favour of the resolution.
- Only members of the Company, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A member of the Company may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different Gresham House Share or Gresham House Shares), who need not be members of the Company, to exercise all or any of their rights to attend, speak and vote on their behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If you do not wish to appoint the Chair of the General Meeting as your proxy, add in block capitals the name of your chosen proxy in the box provided. If this box is left blank, the Chair of the General Meeting will be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of Gresham House Shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a member of the Company, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Special Resolution. For any other business arising at the General Meeting (including any procedural motion or resolution not listed in the notice of the General Meeting) the proxy appointed pursuant to this Form of Proxy will vote at their sole discretion.
- This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or their attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notorally or in some other way approved by the Gresham House Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- The appointment of a proxy will not prevent a member of the Company from subsequently attending and voting at the General Meeting in person should they decide to do so. All Gresham House Shareholders are entitled to attend and vote at the General Meeting, whether or not they have returned a Form of Proxy.
- To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent to the Registrar, Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD or (for uncertificated holders only) (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 12.15 p.m. (London time) on 28 August 2023 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting. Alternatively, Gresham House Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Neville Registrars website at www.sharegateway.co.uk by using your personal proxy registration code (Activity Code) shown below. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Neville Registrars after 12.15 p.m. (London time) on 28 August 2023 (or, in the case of an adjourned meeting, later than 48 hours prior to the time and date set for the adjourned meeting). Please note that any electronic communication found to contain a computer virus will not be accepted. 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).
- Please indicate with an 'X' in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise their discretion as to how they vote or whether they abstain from voting on the Special Resolution and on any other business (including amendments to the Special Resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
- The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the Special Resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the Special Resolution.
- If this Form of Proxy is returned duly signed but without any indication as to how the person(s) appointed proxy shall vote on the Special Resolution, they will exercise their discretion as to how they vote and whether or not they abstain from voting on the Special Resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members of the Company registered in the register of members of the Company as at 6.00 p.m. (London time) on 28 August 2023 or, if the General Meeting is adjourned, 6.00 p.m. on the day which is two days before the date of such adjourned General Meeting, will be entitled to attend and/or vote at the General Meeting in respect of the number of Gresham House Shares registered in their name at that time. Changes to entries on the relevant register of members after 6.00 p.m. (London time) on 28 August 2023, or, if the General Meeting is adjourned, 6.00 p.m. on the day which is two days before the date of such adjourned General Meeting, will be disregarded in determining the rights of any person to attend and/or vote at the General Meeting.
- If you wish to appoint more than one proxy in respect of your shareholding, mark the box with an X where indicated and photocopy the Form of Proxy or contact the Registrar, Neville Registrars, between 9.00 a.m. and 5.00 p.m. on Monday to Friday (except UK bank holidays) on 0121 585 1131 (from the United Kingdom) or +44 121 585 1131 (if calling from outside the United Kingdom) or submit a request in writing to Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that Neville Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Gresham House Shares are sent to the Registrar, Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD.
- In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register of members of the Company.
- A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same Gresham House Shares.
- If a member of the Company appoints a proxy or proxies and then decides to attend the General Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding then all proxy votes will be disregarded. If, however, the member votes at the General Meeting in respect of less than the member's entire holding, and the member indicates on their poll card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.
- Neither the death nor the incapacity of a member of the Company who has appointed a proxy, nor the revocation or termination by a member of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the General Meeting (or adjournment thereof) or (ii) handed to a representative of the Registrar on behalf of the Chair of the General Meeting at the General Meeting before the start of the General Meeting.
- You may not use any electronic address provided either in this Form of Proxy, in the notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- Any alterations made in this Form of Proxy should be initialised by the person who signs it.

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.

Gresham House plc

(Incorporated in England and Wales with registered number : 00000871)

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 Chair of the Meeting)

or failing him/her, the Chair 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 30 August 2023 at the offices of Eversheds Sutherland (International) LLP, One Wood Street, London, EC2V 7WS at 12:15 p.m. (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) and at any adjournment thereof.

Special Resolution

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|--------------------------|--|---|-----|---------|----------|--------------------------|--------------------------|--------------------------|
| 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 and to amend the Company's articles of association | <table border="0"> <tr> <td style="text-align: center;">FOR</td> <td style="text-align: center;">AGAINST</td> <td style="text-align: center;">WITHHELD</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | FOR | AGAINST | WITHHELD | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| FOR | AGAINST | WITHHELD | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | |

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 shares in relation to which your proxy is authorised to vote:

Date:

DD - MM - YY

>123-0



Gresham House plc

Attendance Card

>12340
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The General Meeting will start at 12:15 p.m. (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) and is being held on 30 August 2023 at the offices of Eversheds Sutherland (International) LLP, One Wood Street, London, EC2V 7WS.

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.

NEVILLE
REGISTRARS

