

## Ross Group Plc

### Final Results for Proxy Appointments Received for the AGM held at 3:00 PM on 31 December 2021

	Chairman of the meeting FOR		Chairman of the meeting AGAINST		Chairman of the meeting DISCRETION		ABSTAIN	
	Cards	Votes	Cards	Votes	Cards	Votes	Cards	Votes
<b>Ordinary Resolution 1</b>	66	98,145,657	*1	440	13	36,771	2	400
<b>Ordinary Resolution 2</b>	60	98,117,254	*6	26,008	14	39,390	2	616
<b>Ordinary Resolution 3</b>	63	98,141,944	*3	517	14	40,191	2	616
<b>Ordinary Resolution 4</b>	63	98,141,944	*3	517	14	40,191	2	616
<b>Ordinary Resolution 5</b>	62	98,119,722	*4	26,139	13	36,771	3	636
<b>Ordinary Resolution 6</b>	61	98,117,103	*4	26,139	14	39,390	3	636
<b>Ordinary Resolution 7</b>	61	98,117,103	*3	22,719	15	42,810	3	636
<b>Ordinary Resolution 8</b>	61	98,106,872	*4	32,970	15	42,810	2	616
<b>Special Resolution 9</b>	48	97,927,226	*15	203,126	16	51,375	5	1,541
<b>Special Resolution 10</b>	53	97,959,784	*10	170,968	16	51,375	4	1,141
<b>Special Resolution 11</b>	49	97,949,684	*12	175,348	16	51,375	6	6,861
<b>Special Resolution 12</b>	47	97,986,962	*13	138,070	16	51,375	6	6,861
<b>Special Resolution 13</b>	58	98,042,340	*6	88,937	16	51,375	2	616
<b>Special Resolution 14</b>	59	98,123,613	*5	7,664	16	51,375	2	616

Please note that voting instructions may be changed at any time until the vote takes place. For details of the Resolutions kindly refer to the “form of Proxy below”

### MAXIMUM VOTES WHICH MAY BE CAST: 233,000,000

*\*Company law requires that a proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed: this means that on a vote on a show of hands, the Chairman of the meeting should raise his hand to record the vote against and should count that vote against when deciding whether or not the resolution has been passed on a show of hands by the necessary majority*

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

# Ross Group Plc

(Incorporated in England and Wales under the Companies Acts 1985 to 2006 with registered number 131902)

# FORM OF PROXY

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the Annual 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 Annual General Meeting of the Company, to be held in accordance with the Corporate Insolvency & Government Act via Zoom on 31 December 2021 at 3:00 p.m. and at any adjournment thereof.

## Resolutions (\*Special Resolutions)

	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1. To receive the Report of the Directors, the audited financial statements for the accounting year ended 31st December 2020, and the auditors' report thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9*. To authorise the Directors to allot shares in the Company up to an aggregate nominal amount of 77,666,666 Ordinary Shares for a non-cash consideration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10*. To authorise the Directors to allot shares in the Company up to an aggregate nominal amount of 23,300,000 Ordinary Shares for a cash consideration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect BR Pettitt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11*. To authorise the Directors to allot shares in the Company up to an aggregate nominal amount of 23,300,000 Ordinary Shares in connection with resolution 12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect PM Fisher as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12*. To disapply pre-emption rights in connection with resolution 11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect SC Mehta as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13*. To authorise the Directors to extend the two Convertible Loan Debentures ("CLD") for a period ending 26 September 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect RE Tamraz as Senior Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14*. To approve amendments to the Company's Articles of Association regarding electronic communications	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect MJ-L D'Hombres as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8. To re-appoint Carter Backer Winter as auditors of the Company and to authorise the Directors to agree their remuneration and/or re-appointment	<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 Annual 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:  


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