

XP FACTORY PLC
ANNUAL GENERAL MEETING
FORM OF PROXY

I/We

of

(Please insert full name(s) and address(es) in block letters)

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting or

.....

of

(See Note 5 below)

as my/our proxy or proxies to vote for me/us and on my/our behalf at the general meeting of the Company to be held on 30 September 2024 at 10.00 a.m. at the offices of Singer Capital Markets, One Bartholomew Lane, London EC2N 2AX and at any adjournment of that meeting and to vote at that meeting as indicated below.

Please indicate how you wish your proxy or proxies to vote by inserting "X" in the box below. Where no "X" is inserted your proxy will vote or abstain from voting as he/she thinks fit.

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to **Note 4** below)

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1 To receive the Accounts for the 15 months ended 31 March 2024			
2 To appoint HW Fisher LLP as auditors			
3 To authorise the Directors to determine the remuneration of the auditors			
4 To re-elect Richard Harpham as a Director			
5 To re-elect Richard Rose as a Director			
6 To re-elect Graham Bird as a Director			
7 To re-elect Martin Shuker as a Director			
8 To re-elect Philip Shepherd as a Director			
9 To authorise the Directors to allot shares and to grant rights to subscribe for or to convert any security into shares pursuant to section 551 of the Companies Act 2006 and to allot equity securities by way of rights issue			
10 To authorise the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006 in connection with a rights issue and general disapplication			
11 To authorise the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006 in connection with an acquisition or other capital investment			
12 To approve the purchase of shares pursuant to section 701 of the Companies Act 2006			
13 To authorise general meetings of the Company (other than annual general meetings) to be called on not less than 14 clear days' notice.			

Name(s)

.....

(Block Letters)

Address(es)

.....

(Block Letters)

Dated.....

Signature(s)

or Common Seal

Number of share(s) (See Note 6 below)

Notes:

- 1 We recommend that all shareholders appoint the Chair of the meeting as proxy. This will ensure that your vote is counted even if attendance at the Annual General Meeting ("AGM") is restricted or you or any other proxy you might appoint are unable to attend in person.**
- 2 The return of a completed proxy form will not prevent a member attending the AGM and voting in person if the member wishes to do so.**
- 3 A Shareholder can appoint anyone to be his/her proxy at the AGM. A proxy need not be a Shareholder. A proxy can only exercise a Shareholder's voting rights if they attend the AGM. More than one proxy can be appointed in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that Shareholder. **Shareholders are strongly encouraged to appoint the Chairman to be his/her proxy at the AGM to ensure that your vote is counted even if you or any other proxy you might appoint are unable to attend in person.** If, notwithstanding this position, you intend to appoint a person other than the Chairman as your proxy you should, delete the words "the Chairman of the Meeting or", insert the full name of the proxy or proxies you wish to appoint and initial the alteration.
- 4 If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from the Registrars on 0371 664 0300, non-UK callers should dial +44 (0)371 664 0300 (lines are open Monday to Friday 8:30am to 5:30pm) or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
- 5 In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, the form of proxy must be signed by the individual or his attorney.
- 6 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- 7 If you want your proxy to vote in a certain way on the resolutions, please insert "X" in the relevant box.
- 8 The "vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
- 9 If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting. Your proxy can also do this on any other resolution that is put to the AGM.
- 10 To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be lodged at the Company Registrars not less than 48 hours (excluding any part of a day which is a non-working day) before the time appointed for the holding of the AGM or adjourned meeting.
- 11 Any alterations made in this form of proxy should be initialled.
- 12 Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so.
- 13 The right of members to vote at the AGM is determined by reference to the register of members. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at 6:30 p.m. on 26 September 2024 in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
- 14 If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.
- 15 All enquiries concerning this form of proxy should be directed to the Company's Registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, LS1 4DL or on 0371 664 0300, non-UK callers should dial +44 (0)371 664 0300 (lines are open Monday to Friday 8:30am to 5:30pm).