

ATTENDANCE CARD

DWF Group plc (the "Company") – COURT MEETINGS

Attendance Card

Please bring this card with you to either the Employee Shareholder Court Meeting or the Other Shareholder Court Meeting (as applicable) and present it at shareholder registration/accreditation.

By an order dated 14 August 2023 made in the matter of the Company, the Court has granted permission for a meeting of the Employee Shareholders and a separate meeting of the Other Shareholders (as such terms are defined in the scheme document of the Company dated 15 August 2023 (the "**Scheme Document**")) to be convened for the purpose of, and if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (as amended) (the "**Scheme**").

The Employee Shareholder Court Meeting is to be held on 12 September 2023 at 10:45 a.m. and the Other Shareholder Court Meeting is to be held on 12 September 2023 at 11:00 a.m., (or as soon thereafter as the Employee Shareholder Court Meeting has concluded or been adjourned) with both meetings being held at Stifel Nicolaus Europe Limited, 4th Floor, 150 Cheapside, London, United Kingdom, EC2V 6ET.

Please detach this portion before posting the proxy form.

Before completing the Form of Proxy, please carefully read all explanatory notes below and on the reverse of the Form of Proxy

**Court Meetings of DWF Group plc (the "Company"): Form of Proxy
Employee Shareholder Court Meeting on 12 September 2023 at 10:45 a.m.; and/or
Other Shareholder Court Meeting on 12 September 2023 at 11:00 a.m.**

IMPORTANT NOTE: There are two separate Court Meetings. In order to correctly complete the Form of Proxy, each Scheme Shareholder should first determine whether they are an Employee Shareholder or an Other Shareholder. Further information about this can be found at paragraph 9 (*Description of the Scheme and the DWF Shareholder Meetings*) of Part 2 (*Explanatory statement*) of the scheme document of the Company dated 15 August 2023 (the "**Scheme Document**"). If you are in any doubt as to which category of Scheme Shareholder you fall into, please contact the Shareholder Helpline on the number provided at guidance note 7 of the Form of Proxy immediately.

Before completing the Form of Proxy, please read carefully the Notice of Employee Shareholder Court Meeting set out in Part 12 of the Scheme Document or the Notice of the Other Shareholder Court Meeting set out in Part 13 of the Scheme Document (as applicable) which has been sent or made available to shareholders, and the guidance notes set out on the reverse of the Form of Proxy.

Notice of Availability – important, please read carefully.

You can now access the Scheme Document (which includes, at Part 12, the Notice of Employee Shareholder Court Meeting and, at Part 13, the Notice of Other Shareholder Court Meetings) at <https://dwfgroup.com/en/investors/offer-for-dwf-group-plc>.

How to vote at the applicable Court Meeting

Guidance notes are on the reverse of the Form of Proxy. If you are:

- an Employee Shareholder, you can vote by completing Part A of the Form of Proxy;
- an Other Shareholder, you can vote by completing Part B of the Form of Proxy; or
- a Scheme Shareholder who is acting as nominee, depository, or custodian, you can vote by completing Part C of the Form of Proxy.

The Form of Proxy should be completed and returned to the Company's Registrar, Equiniti, by:

- **8 September 2023 at 10:45 a.m. in respect of the Employee Shareholder Court Meeting; and**
- **8 September 2023 at 11:00 a.m. in respect of the Other Shareholder Court Meeting or, in the case of any postponement/adjournment, not later than 48 hours (excluding any part of a day that is a non-working day) before the time fixed for the holding of the postponed or adjourned Court Meeting.**

Please return the Form of Proxy to Equiniti Limited in the enclosed envelope with the yellow coloured flash (if you are posting from the United Kingdom). No postage is required if you are posting the enclosed envelope from the United Kingdom. Alternatively, a scanned copy of your completed Form of Proxy can be e-mailed to proxyvotes@equiniti.com. If the form is posted from outside of the United Kingdom, you should return it in an envelope, with the postage paid, to Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA. **If you hold any shares that are subject to contractual lock-up provisions pursuant to an agreement with the Company, these shares will be voted together with any shares you hold that are not subject to such provisions.**

POLL CARD
DWF Group plc (the "Company") – COURT MEETINGS

Shareholder Reference Number:

Poll Card To be completed only at the Employee Shareholder Court Meeting or the Other Shareholder Court Meeting (as applicable).

Please confirm if you are voting at the Employee Shareholder Court Meeting or the Other Shareholder Court Meeting by ticking the appropriate box below.

Employee Shareholder Court Meeting

Other Shareholder Court Meeting

I/We vote as directed below;

FOR the Scheme

AGAINST the Scheme

Signature

Signature

In the case of a corporation, a letter of representation will be required (in accordance with Section 323 of the Companies Act 2006) unless this has already been lodged at registration.

If you do not wish to vote all your shares or you wish to split your vote, please enter the number of shares to be voted next to your signature in the appropriate box(es) above.



PROXY FORM

You should only vote at one Court Meeting, so please only complete Part A or Part B below (however, Scheme Shareholders who are acting as nominees, depositories or custodians should refer to Part C if there is a requirement to split their vote or if they are representing both Employee Shareholders and Other Shareholders).

If you wish to vote for the Scheme, sign your name in the box marked 'FOR the Scheme'. If you wish to vote against the Scheme, sign your name in the box marked 'AGAINST the Scheme'. Only insert your signature once. If you complete either Part A or Part B below and you sign both boxes, or do not sign in either box, then this Form of Proxy will be invalid. However, if you complete Part C below and you are required to split your vote, please ensure that you enter the number of shares to be voted in the appropriate columns below and then sign the box (or both boxes if you are representing both Employee Shareholders and Other Shareholders) where indicated. If you do not enter the number of shares to be voted or if you do not sign in the appropriate box (or boxes) where indicated at Part C, then this Form of Proxy will be invalid.

ONLY COMPLETE ONE OF PART A OR PART B OR PART C BELOW. IF YOU COMPLETE MORE THAN ONE SECTION, YOUR VOTE MAY BE INVALIDATED.

I/We hereby appoint the Chair of the relevant Court Meeting(s) or as my/our proxy to attend, speak and vote on my/our behalf at the relevant Court Meeting(s) to be held on 12 September 2023 at Stifel Nicolaus Europe Limited, 4th Floor, 150 Cheapside, London, United Kingdom, EC2V 6ET, and at any postponement or adjournment thereof, for the purpose of considering and if thought fit approving (with or without modification) the proposed Scheme referred to in the relevant Court Meeting notice.

I/We direct my/our proxy to vote on the resolution as I/we have indicated below.

Please tick here if this proxy appointment is one of multiple appointments being made.

Shareholder Reference Number:

PART A – EMPLOYEE SHAREHOLDER COURT MEETING – 12 September 2023 at 10:45 a.m.

THIS COURT MEETING IS FOR EMPLOYEE SHAREHOLDERS ONLY

IF YOU COMPLETE PART A, PARTS B AND C SHOULD BE LEFT BLANK

For the Scheme: Signature:.....	Against the Scheme: Signature:.....
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PART B – OTHER SHAREHOLDER COURT MEETING – 12 September 2023 at 11:00 a.m.

THIS COURT MEETING IS FOR OTHER SHAREHOLDERS ONLY.

IF YOU COMPLETE PART B, PARTS A AND C SHOULD BE LEFT BLANK.

For the Scheme: Signature:.....	Against the Scheme: Signature:.....
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PART C – FOR SCHEME SHAREHOLDERS WHO ARE ACTING AS NOMINEES, DEPOSITORIES OR CUSTODIANS USE ONLY

IF YOU COMPLETE PART C, PARTS A AND B SHOULD BE LEFT BLANK.

Please use this table if there is a requirement to cast a split vote at one or both Court Meetings and/or if you are representing both Employee Shareholders and Other Shareholders and so need to cast a vote at both Court Meetings. If representing both Employee Shareholders and Other Shareholders and you are voting at both Court Meetings, the aggregate votes cast must not exceed your total holding of DWF Shares.

Please enter the number of shares to be voted in the appropriate columns below and then sign where indicated.

COURT MEETING 1 – EMPLOYEE SHAREHOLDERS ONLY		COURT MEETING 2 – OTHER SHAREHOLDERS ONLY	
For the Scheme:	Against the Scheme:	For the Scheme:	Against the Scheme:
Signature:		Signature:	

Kindly note: In addition to completing this PINK Form of Proxy for the Court Meetings please also complete and return the WHITE Form of Proxy enclosed for the General Meeting. Please read the guidance notes overleaf before completing this Form of Proxy. It is important that as many votes as possible are cast at each Court Meeting so that the Court may be satisfied that there is a fair representation of shareholder opinion. Therefore, you are strongly encouraged to sign and return your Form of Proxy in accordance with the instructions, as soon as possible.

Notes

1. Full details of the resolution to be proposed at the Employee Shareholder Court Meeting and/or the Other Shareholder Court Meeting (as applicable) are set out in the applicable Court Meeting notice which is set out in Part 12 or 13 of the Scheme Document. Before completing this Form of Proxy, please also read paragraph 21 (*Action to be taken*) of Part 2 (*Explanatory Statement*) of the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
2. **Only** Employee Shareholders, or their duly appointed representatives, are entitled to attend, speak, and vote at the Employee Shareholder Court Meeting and **only** Other Shareholders, or their representatives, are entitled to attend, speak and vote at the Other Shareholder Court Meeting. If you are a nominee representing both Employee Shareholders and Other Shareholders then you are entitled to attend, speak and vote at both Court Meetings, but only in respect of such number of shares as fall within the Employee Shareholder class and the Other Shareholder class, as applicable.
3. CREST members **cannot** appoint a proxy or proxies through the CREST electronic proxy appointment service and should instead follow the instructions contained in this Form of Proxy.
4. Both Employee Shareholders and Other Shareholders are strongly encouraged to appoint the Chair of the applicable Court Meeting as their proxy, even if they intend to attend the applicable Court Meeting. This is to ensure that your vote is counted if you are unable to attend in person on the day of the applicable Court Meeting. If you wish to appoint as proxy another person to exercise all or any of your rights to attend and to speak and vote at the applicable Court Meeting, they need not be a shareholder of the Company but they must attend the meeting to represent you. If no name is inserted in the space provided, the Chair of the applicable meeting will be deemed to be appointed as the proxy. A shareholder may appoint more than one proxy in relation to the applicable Court Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy this form. Please indicate the number of shares in respect of which each proxy is authorised to act on each form and tick the box provided to indicate multiple appointments. If the proxy is representing less than all shares held by you, please indicate the number of shares in respect of which each proxy is authorised to act on each form and tick the box provided to indicate multiple appointments. All forms must be signed and should be returned together.
5. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed and dated must be received by Equiniti by:
 - 8 September 2023 at 10:45 a.m. in respect of the Employee Shareholder Court Meeting; and
 - 8 September 2023 at 11:00 a.m. in respect of the Other Shareholder Court Meeting.(or, in the case of any postponement or adjournment, not later than 48 hours before the time fixed for the postponed or adjourned Court Meeting, excluding any part of such 48-hour period falling on a day that is not a working day).
6. Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Please note that you must indicate a preference in order for this Form of Proxy to be valid. The person appointed as proxy will exercise his/her discretion as to how he/she votes on any procedural matters only that may properly come before the applicable Court Meeting.
7. If you have any questions relating to completion and return of the Form of Proxy, please call the Shareholder Helpline on +44 (0)371 384 2946. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except English and Welsh public holidays). Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that calls are recorded for security and training purposes and the Shareholder Helpline operators cannot provide advice on the merits of the Scheme, nor give financial, tax, investment, or legal advice.
8. In the case of a corporate shareholder, the proxy appointment must be under seal or signed by a duly authorised officer, attorney or other person.
9. In the case of joint holdings, the vote of the first named in the register of members will be accepted to the exclusion of the votes of other joint holders.
10. Any alterations to this Form of Proxy should be initialled by the person who signed it.
11. Please return the Form of Proxy to Equiniti Limited in the enclosed envelope with the yellow coloured flash (if you are posting from the United Kingdom). No postage is required if you are posting the enclosed envelope from the United Kingdom. Alternatively, a scanned copy of your completed Form of Proxy can be e-mailed to proxyvotes@equiniti.com. If the form is posted from outside of the United Kingdom, you should return it in an envelope, with the postage paid, to Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA.
12. Entitlement to attend and vote at the applicable Court Meeting or any adjournment of it and the number of votes which may be cast at the applicable Court Meeting shall be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 8 September or, if the applicable Court Meeting is postponed or adjourned, 6.30 p.m. (London time) on the day which is 48 hours before the date set for the adjourned Court Meeting(s) (excluding any part of the day that is a non-working day). In each case, changes to the register of members of the Company after such time shall be disregarded.
13. The completion and return of the Form of Proxy will not preclude an Employee Shareholder from attending and voting in person at the Employee Shareholder Court Meeting or an Other Shareholder from attending and voting in person at the Other Shareholder Court Meeting.
14. If this Form of Proxy is not returned by the relevant time, it may be handed to the Chair before the start of the relevant Court Meeting and will still be valid.
15. Any electronic communication sent to the Company's Registrar in respect of your proxy appointments that is found to contain a computer virus will not be accepted.
16. All references to times in this Form of Proxy are to London time, unless otherwise stated.