

Shaftesbury Capital PLC - Annual General Meeting



Completion instructions:

1. Print form
2. Mark with an 'X' against the resolutions how you wish to vote
3. Sign and date form, enter name in capitals and state Investor code (UK) or shareholder reference number (SA)
4. Send to the relevant registrar as shown below under "Despatch instructions"

I/we being a member/members of the Company hereby appoint the Chairman of the meeting or (see note 1)

Multiple proxies only (see note 2)

Tick box if this is one of multiple appointments and enter number of shares (*) for which proxy is authorised (note 2)

As my/our proxy to exercise all or any of my/our rights to attend, speak and vote (see note 1) in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London, EC2A 2EG, United Kingdom on Thursday 23 May 2024 at 11.30 am (London time) and at any adjournment thereof. Please indicate with an 'X' in the space below how you wish your vote to be cast (note 2).

		For	Against	Vote	Withheld			For	Against	Vote	Withheld
Resolution Please mark 'X' to indicate how you wish to vote						Resolution Please mark 'X' to indicate how you wish to vote					
Ordinary Resolutions:											
1. To receive the Accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2023.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-appoint PricewaterhouseCoopers LLP as Auditors.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve a final cash dividend of 1.65 pence per ordinary share.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Audit Committee to determine the Auditors' remuneration.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Report for the year ended 31 December 2023 (other than the Directors' Remuneration Policy).		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to allot shares (\$551).		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Jonathan Nicholls as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions:		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Ian Hawksworth as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To disapply the pre-emption provisions of Section 561(1) of the Companies Act 2006, to the extent specified.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Situl Jobanputra as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To disapply the pre-emption provisions of Section 561(1) of the Companies Act 2006, to the additional extent specified.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Richard Akers as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Company to purchase its own shares.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Ruth Anderson as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To allow General Meetings (other than AGMs) to be held on 14 clear days' notice.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Charlotte Boyle as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						

To assist with arrangements, if you intend to attend the meeting in person, please place an 'X' in the box opposite:

I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form.

Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Signature

Date

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. Director, Secretary).

Name of shareholder (please print):

Investor code (UK)/Shareholder reference number (SA):

(This is important - please provide. It can be found on your last dividend advice)

Despatch instructions:

If you are a shareholder on the UK section of the Register:

Post to (no stamp required): FREEPOST PXS1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

Please note: Link Group no longer accept voting instructions by fax or email and **delivery by the freepost service may take up to 5 business days.**

Contact number for queries:

UK: 0371 664 0300 (If you are outside the United Kingdom, please call +44 371 664 0300. 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. Lines are open between 9.00 am - 5.30 pm, Monday to Friday excluding public holidays in England and Wales).

Alternatively, UK registered shareholders may vote electronically via the registrar's website <https://www.signalshares.com> or via the LinkVote+ App.

For shares held in CREST please send this form to your CREST sponsor or voting service. To vote electronically via CREST, refer to the "For CREST Members Only" note in the Notice of Annual General Meeting dated 14 March 2024. Institutional shareholders may be able to appoint a proxy electronically via the Proximity platform. Please refer to the Notice of Annual General Meeting for more details.

If you are a shareholder on the South African section of the Register:

Fax to: +27 (0)11 688 5238

Or email to: proxy@computershare.co.za

Or by hand to: Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa.

Or post to (stamp required): Proxies, Computershare, Private Bag X9000, Saxonwold, 2132, South Africa.

Contact number for queries: +27 (0)11 370 5000

For shares held via a CSDP or broker, please send this form to your CSDP or broker. Earlier lodgement dates will apply than that specified in Note 6; check with the CSDP or broker.

Notes on the completion of the form of proxy

1. A member is entitled to appoint a proxy of his or her own choice who need not be a shareholder to exercise all or any of his or her rights to attend, speak and vote on their behalf at the meeting so far as is lawful and practicable. If you wish to restrict the rights of your proxy please cross out either or both of the words "speak" or "vote" as you feel appropriate. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see above) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, photocopy this form and complete a separate proxy form for each proxy to be appointed. Please indicate in the box next to the proxy holder's name (see above) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
3. Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his or her discretion as to how he or she votes or whether he or she abstains from voting.
 - 3.1 on any resolution referred to above if no instruction is given in respect of that resolution; and
 - 3.2 on any business or resolution considered at the meeting other than the resolutions referred to above.

The vote withheld option is provided to enable you to instruct your proxy not to vote on the resolution. However it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of votes "For" and "Against" the resolution.
4. If the member is a corporation, this form must be executed under its common seal or under the hand of an attorney or a duly authorised officer of the corporation.
5. In the case of joint holders the signature of one will be sufficient but the names of all the joint holders should be stated. If more than one joint holder is present at the meeting either personally or by proxy the vote of the joint holder whose name stands first in the register of members shall be counted.
6. To be valid the instrument appointing a proxy (and where it is signed on behalf of the appointor by an attorney, the letter or power of attorney, or a duly certified copy thereof) must (failing previous registration with the Company) be delivered by 11.30 am (London time) on 21 May 2024 or, in the case of an adjourned meeting, at least 48 hours (excluding any day that is not a business day) before the time appointed for holding the adjourned meeting at which the person named in the instrument proposes to vote or (in case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. Shareholders registered on the United Kingdom section of the register should return the form of proxy to FREEPOST PXS1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Please note that delivery via the freepost service may take up to 5 business days, or, if preferred, they may vote electronically via the registrar's website: <https://www.signalshares.com> or via the LinkVote+ App. CREST members who wish to use the CREST electronic proxy appointment service should refer to the "FOR CREST MEMBERS ONLY" note to the Notice of Annual General Meeting which sets out the requirements for the submission of a proxy appointment via CREST. Institutional shareholders may be able to appoint a proxy electronically via the Proximity platform. Please refer to the notice of Annual General Meeting for details. Shareholders registered on the South African section of the register should return the form of proxy to Computershare Investor Services Proprietary Limited, Rosebank Tower, 15 Biermann Avenue, Rosebank, 2196, South Africa (Postal address: Private Bag X9000, Saxonwold, 2132, South Africa), or via email to proxy@computershare.co.za, **unless the shares are held through a CSDP or broker, in which case the proxy voting instruction is to be provided to the CSDP or broker (as applicable). Earlier lodgement dates will apply; please contact your CSDP or broker for submission deadlines.**
7. Pursuant to regulation 41 of the Uncertified Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at close of business on the day which is two days before the day of the meeting (excluding any day that is not a business day), or if the meeting is adjourned, 48 hours (excluding any day that is not a business day) before the time fixed for the adjourned meeting (as the case may be). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. The completion and the return of this form will not preclude a member from attending the meeting and voting in person, so far as is lawful and practicable.
9. Unless the context requires otherwise, capitalised terms used in this form of proxy have the meaning ascribed to them in the Notice of Annual General Meeting issued by the Company on 14 March 2024.