

FORM OF PROXY – CLIPPER LOGISTICS PLC – COURT MEETING

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
COMPANIES COURT (ChD)
IN THE MATTER OF CLIPPER LOGISTICS PLC AND
IN THE MATTER OF THE COMPANIES ACT 2006

Claim No: CR-2022-000471

The Court Meeting of Clipper Logistics PLC will be held at 2:00 p.m. (London time) on 11 April 2022 at the offices of Numis Securities Limited at 45 Gresham Street, London, England, EC2V 7BF

If you plan to attend the Court Meeting via the Virtual Meeting Platform, you will require the details set out below. Further information on how to attend and participate in the Court Meeting via the Virtual Meeting Platform is set out in Note 3 of the Form of Proxy and in the Virtual Meeting Guide.

	Lumi Virtual Meeting ID:	https://lumiagm.com/159-316-983
	SRN:	
	PIN:	This is the first 2 and last 2 digits of the SRN above.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you plan to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you plan to attend the Court Meeting in person, please sign this attendance card and bring this with you, as you will need it to attend the Court Meeting. You will receive a poll card at the Court Meeting after registering at the registration desk. You are advised to arrive at least 15 minutes prior to the start of the Court Meeting to allow time for registration.

COURT MEETING FORM OF PROXY

Voting ID:	Task ID:	Shareholder Reference Number

Before completing this Form of Proxy, please read carefully the Notice of Court Meeting set out in the scheme document of the Company dated 17 March 2022 (the “**Scheme Document**”) which has been sent or made available to shareholders and the explanatory notes set out overleaf. By an order dated 16 March 2022 made pursuant to section 896 of the Companies Act 2006 in the matter of Clipper Logistics plc and in the matter of the Companies Act 2006, the Court has given permission for a meeting of the Scheme Shareholders (as defined in the Scheme Document) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 (as amended) (the “**Scheme**”) between the Company and the Scheme Shareholders and that such court meeting shall be held at the offices of Numis Securities Limited at 45 Gresham Street, London, England, EC2V 7BF at 2:00 p.m. (London time) on 11 April 2022 (the “**Court Meeting**”).

I/We, being a member of Clipper Logistics plc entitled to attend, speak and vote at the Court Meeting, hereby appoint the Chairman of the meeting or:

Name of Proxy	Number of shares proxy appointed over

as my/our proxy to attend, submit written questions and vote on my/our behalf at the Court Meeting and at any adjourned meeting for the purposes of considering, and if thought fit, approving (with or without modification) the Scheme and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

Please mark 'X' here if this appointment is one of multiple appointments being made

IMPORTANT: 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 on the box marked “AGAINST the Scheme”. If you sign both boxes, or if you do not sign in either, then this Form of Proxy will be invalid.

FOR the Scheme	AGAINST the Scheme
Signature	Signature
Date	

Please sign and return this Form of Proxy whether or not you plan to attend the Court Meeting.

Please detach this portion of the Form of Proxy before posting. Please note that this Form of Proxy must be signed and dated before being posted.

FORM OF PROXY – CLIPPER LOGISTICS PLC – GENERAL MEETING

General Meeting (the “General Meeting”) of Clipper Logistics plc to be held at the offices of Numis Securities Limited at 45 Gresham Street, London, England, EC2V 7BF at 2:15 p.m. (London time) (or as soon thereafter as the Court Meeting concludes or is adjourned) on 11 April 2022.

If you plan to attend the General Meeting via the Virtual Meeting Platform, you will require the details set out below. Further information on how to attend and participate in the General Meeting via the Virtual Meeting Platform is set out in Note 3 of the Form of Proxy and in the Virtual Meeting Guide.

	Lumi Virtual Meeting ID:	https://lumiagm.com/159-316-983
	SRN:	
	PIN:	This is the first 2 and last 2 digits of the SRN above.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you plan to attend the General Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you plan to attend the General Meeting in person, please sign this attendance card and bring this with you, as you will need it to attend the General Meeting. You will receive a poll card at the General Meeting after registering at the registration desk. It is intended that the resolution voted upon at the General Meeting will be subject to a poll (rather than a show of hands) which means that a Clipper Shareholder has one vote for every share held. The voting procedure will be explained at the General Meeting.

You are advised to arrive at least 30 minutes prior to the start of the General Meeting to allow time for registration.

GENERAL MEETING FORM OF PROXY

Voting ID:	Task ID:	Shareholder Reference Number

General Meeting (the “**General Meeting**”) of Clipper Logistics plc to be held at the offices of Numis Securities Limited at 45 Gresham Street, London, England, EC2V 7BF at 2:15 p.m. (London time) (or as soon thereafter as the Court Meeting concludes or is adjourned) on 11 April 2022. Please read the notice of the General Meeting in the scheme document of the Company dated 17 March 2022 (the “**Scheme Document**”) and the explanatory notes overleaf before completing this form.

I/We, being a member of Clipper Logistics plc, entitled to attend, speak and vote at the General Meeting, hereby appoint the Chairman of the meeting or

Name of Proxy	Number of shares proxy appointed over

as my/our proxy to attend, submit written questions and vote on my/our behalf at the General Meeting and at any adjournment thereof. I/We have indicated with a ‘X’ how I/we wish my/our votes to be cast in respect of the resolution indicated below:

Please mark “X” here if this appointment is one of multiple appointments being made

Please mark “X” to indicate how you wish to vote (see Note 8 overleaf).

SPECIAL RESOLUTION

For the purposes of the Scheme, (a) that the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and (b) to amend the articles of association of the Company.

Signature	Date	For <input type="checkbox"/>	Against <input type="checkbox"/>	Vote Withheld <input type="checkbox"/>
-----------	------	------------------------------	----------------------------------	--

Please sign and return this Form of Proxy whether or not you plan to attend the General Meeting.

Please detach this portion of the Form of Proxy before posting. Please note that this Form of Proxy must be signed and dated before being posted.

This yellow Form of Proxy may not be handed to the Chair of the General Meeting or a representative of Equiniti at the General Meeting.

Notes

1. Terms defined in the Scheme Document dated 17 March 2022 shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the General Meeting are set out, together with explanatory notes, in the notice of General Meeting contained in Part Fifteen of the Scheme Document. Before completing this Form of Proxy, please also read the sections entitled "Entitlement to vote at the Meetings" and "Actions to be Taken" set out on pages 24 and 35 respectively of the Scheme Document.
2. Clipper Shareholders are reminded that, in light of the COVID-19 pandemic, Clipper Shareholders and other attendees are strongly encouraged to not attend the General Meeting in person. Clipper Shareholders will be given the opportunity to attend, submit written questions and vote at the General Meeting in person or remotely via a virtual meeting platform provided by Lumi AGM UK Limited ("Lumi") (the "Virtual Meeting Platform"), further details of which are set out in Explanatory Note 3 below and on pages 147 to 148 of the Scheme Document.
3. You can access the General Meeting remotely via the Virtual Meeting Platform by accessing <https://web.lumiagm.com/159-316-983> from your web browser. Once you have accessed <https://web.lumiagm.com/159-316-983>, you will be prompted to enter your unique Shareholder reference Number ("SRN") and PIN (first two and last two digits of your SRN). These can be found printed on the front of this Form of Proxy. Access to the General Meeting via the website will be available from 1:15 p.m. on 11 April 2022. Please note however that your ability to vote will not be enabled until the Chair formally opens the General Meeting at 2:15 p.m. (or as soon thereafter as the Court Meeting concludes or is adjourned). If you are unable to access your SRN and PIN, please contact Equiniti by emailing hybrid.help@equiniti.com stating your full name, postcode and Shareholder reference number, if known. Mailboxes are monitored 9.00am to 5:00pm Monday to Friday (excluding public holidays in England & Wales).
4. Every Clipper Shareholder (as defined in the Scheme Document) has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, submit written questions and, on a poll, to vote (in person or remotely, via the Virtual Meeting Platform) on their behalf at the General Meeting. Clipper Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out below. Clipper Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy.
5. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). 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 reverse) 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). Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business other than the special resolution (including any procedural business and any resolution to adjourn) which may come before the General Meeting.
6. Entitlement to attend (in person or remotely, via the Virtual Meeting Platform) and vote (in person, by proxy or remotely, via the Virtual Meeting Platform) at the General Meeting or any adjournment thereof and the number of votes which may be cast at the General Meeting will be determined by reference to the register of members of the Company at 6:30 p.m. (London time) on 7 April 2022 or, if the General Meeting is adjourned, 6:30 p.m. (London time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend (in person or remotely, via the Virtual Meeting Platform) and vote (in person, by proxy or remotely, via the Virtual Meeting Platform) at the General Meeting.
7. To be valid, this Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) should be completed in accordance with the instructions set out in the Scheme Document and herein and returned to the Clipper's Registrar, by post to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, so as to be received as soon as possible and in any event not later than 2:15 p.m. on 7 April 2022 (or, in the case of an adjournment of the General Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting). If this Form of Proxy is not lodged by the relevant time, it will be invalid.
8. A shareholder can appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting Clipper's Registrar helpline using the details set out in Explanatory Note 23 below or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name (see reverse) the number of Clipper Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
9. Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which Form of Proxy was received last, none of the forms shall be treated as valid.
10. Where the aggregate number of shares in respect of which proxies are appointed exceeds a Clipper Shareholder's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares). If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) a Clipper Shareholder's entire holding, none of them shall be treated as valid.
11. Clipper Shareholders who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (which can be viewed at www.euroclear.com).

12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) not later than 2:15 p.m. (London time) on 7 April 2022 or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
14. As an alternative to completing and returning this Form of Proxy, proxies may be appointed electronically by logging on to the following website: www.sharevote.co.uk and following the instructions therein. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the General Meeting or any adjournment thereof. Full details of the procedure to be followed to appoint a proxy electronically are given on the website.
15. The above is how your address appears on the Register of Members. If this information is incorrect, please contact Clipper's Registrar using the details set out in Explanatory Note 23 below to request a change of address to request a change of address.
16. Any alterations made in this Form of Proxy should be initiated by the person who signs it.
17. The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending in person or remotely (via the Virtual Meeting Platform), submitting written questions and voting at the General Meeting, in each case via the Virtual Meeting Platform, if you are entitled to and wish to do.
18. In the case of joint holders of Clipper Shares, the vote of the senior who tenders a vote, whether in person, remotely or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
19. As an alternative to appointing a proxy, any holder of Clipper Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
20. The 'Vote Withheld' option is provided overleaf (and may be available on the CREST system) to enable you to abstain from voting. 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 the votes 'For' and 'Against' a resolution.
21. You may not use any electronic address provided either in the notice of General Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
22. Neither the death nor the incapacitation of a Clipper Shareholder who has appointed a proxy, nor the revocation or termination by a Clipper Shareholder of the appointment of a proxy (or the authority under which the appointment was made), shall invalidate the proxy of the exercise of any of the rights of the proxy thereunder, unless notice of such death, incapacitation, 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.
23. If you have any questions about the Scheme Document or the General Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically, please call Equiniti, between 08:30 a.m. and 5:30 p.m. Monday to Friday (except public holidays in England and Wales) on +44 (0) 371 384 2503. Calls from outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

PLEASE USE REPLY-PAID ENVELOPE PROVIDED

Notes

1. Terms defined in the Scheme Document dated 17 March 2022 shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting are set out, together with explanatory notes, in the notice of Court Meeting contained in Part Fourteen of the Scheme Document. Before completing this Form of Proxy, please also read the sections entitled "Entitlement to vote at the Meetings" and "Actions to be Taken" set out on pages 24 and 35 respectively of the Scheme Document.
2. The Court has appointed David Hodkin or, failing him, Anthony Mannix, or failing him, any other Clipper Director to act as chair of the Court Meeting and has directed the chair to report the result thereof to the Court. **Scheme Shareholders are reminded that, in light of the COVID-19 pandemic, Scheme Shareholders and other attendees are strongly encouraged not to attend the Court Meeting in person. Scheme Shareholders will be given the opportunity to attend, submit written questions and/or any objections and vote at the Court Meeting via a virtual meeting platform provided by Lumi AGM UK Limited ("Lumi") (the "Virtual Meeting Platform"), further details of which are set out in Explanatory Note 3 below and on pages 147 to 148 of the Scheme Document.**
3. You can access the Court Meeting remotely via the Virtual Meeting Platform by accessing <https://web.lumiagm.com/159-316-983> from your web browser. Once you have accessed <https://web.lumiagm.com/159-316-983> from your web browser, you will be prompted to enter your unique Shareholder reference Number ("SRN") and PIN (first two and last two digits of your SRN). These can be found printed on the front of this Form of Proxy. Access to the Court Meeting via the website will be available from 1:00 p.m. on 11 April 2022. Please note however that your ability to vote will not be enabled until the Chair formally opens the Court Meeting at 2:00 p.m. If you are unable to access your SRN and PIN, please contact Equiniti by emailing hybrid.help@equiniti.com stating your full name, postcode and Shareholder reference number, if known. Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).
4. Every Scheme Shareholder (as defined in the Scheme Document) has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, submit written questions and, on a poll, to vote (in person or remotely, via the Virtual Meeting Platform) on their behalf at the Court Meeting. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out below. Scheme Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy.
5. 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 reverse) 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). Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business other than the resolution to approve the Scheme (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
6. Entitlement to attend (in person or, remotely, via the Virtual Meeting Platform) and vote (in person, by proxy or remotely, via the Virtual Meeting Platform) at the Court Meeting or any adjournment thereof and the number of votes which may be cast at the Court Meeting will be determined by reference to the register of members of the Company at 6:30 p.m. (London time) on 7 April 2022 or, if the Court Meeting is adjourned, 6:30 p.m. (London time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend (in person or remotely, via the Virtual Meeting Platform) and vote (in person, by proxy or remotely, via the Virtual Meeting Platform) at the Court Meeting.
7. To be valid, this Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) should be completed in accordance with the instructions set out in the Scheme Document and returned to Clipper's Registrar, by post to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, so as to be received as soon as possible and in any event not later than 2:00 p.m. on 7 April 2022 (or, in the case of an adjournment of the Court Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting). Additionally, this Form of Proxy may be handed to Equiniti on behalf of the "Chair of the meeting" or emailed to proxyvotes@equiniti.com, before the start of the Court Meeting.
8. A shareholder can appoint more than one proxy in relation to the Court Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting Clipper's Registrar helpline using the details set out in Explanatory Note 22 below or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name (see reverse) the number of Scheme Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
9. Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which Form of Proxy was received last, none of the forms shall be treated as valid.
10. Where the aggregate number of shares in respect of which proxies are appointed exceeds a Scheme Shareholder's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares). If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) a Scheme Shareholder's entire holding, none of them shall be treated as valid.
11. Scheme Shareholders who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (which can be viewed at www.euroclear.com).

12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) not later than 2:00 p.m. (London time) on 7 April 2022 or, in the case of an adjournment of the Court Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
14. As an alternative to completing and returning this Form of Proxy, proxies may be appointed electronically by logging on to the following website: www.sharevote.co.uk and following the instructions therein. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof. Full details of the procedure to be followed to appoint a proxy electronically are given on the website.
15. The above is how your address appears on the Register of Members. If this information is incorrect please contact Clipper's Registrar using the details set out in Explanatory Note 22 below to request a change of address form.
16. Any alterations made to this Form of Proxy should be initiated.
17. The completion and return of this form (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending in person or remotely (via the Virtual Meeting Platform), submitting written questions and/or any objections and voting at the Court Meeting, in each case via the Virtual Meeting Platform, if you are entitled to and wish to do so.
18. In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person, remotely or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
19. As an alternative to appointing a proxy, any holder of Scheme Shares which is a corporation (company) may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
20. You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
21. Neither the death nor the incapacitation of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or the authority under which the appointment was made), shall invalidate the proxy of the exercise of any of the rights of the proxy thereunder, unless notice of such death, incapacitation, 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 Court Meeting or adjournment thereof.
22. If you have any questions about the Scheme Document or the Court Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically, please call Equiniti, between 08:30 a.m. and 5:30 p.m. Monday to Friday (except public holidays in England and Wales) on +44 (0) 371 384 2503. Calls from outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

PLEASE USE REPLY-PAID ENVELOPE PROVIDED