

Please bring this card with you to the Court Meeting and present it at shareholder registration/accreditation.

Additional Holders:

Shareholder Reference Number

Please detach this portion before posting this proxy form.

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 918801

SRN:

PIN:



View the Scheme Circular and Notice of General Meeting online: <https://www.stmgroupplc.com/recommended-offer-for-stm-group-plc>

Register at www.investorcentre.co.uk – elect for electronic communications & manage your shareholding online!

Notes:

- Terms defined in the Scheme Document sent to STM Shareholders on 7 November 2023 (the "Scheme Document") shall apply in this form of proxy, unless the context otherwise requires. Full details of the resolutions to be proposed at the Extraordinary General Meeting, with explanatory notes, are set out in the Notice of Extraordinary General Meeting contained in Part Eleven of the Scheme Document. Before completing this form of proxy, please also read the section entitled "Action to be taken" set out in paragraph 12 of Part One of the Scheme Document. This is the "yellow" Form of Proxy referred to in the Scheme Document.
- A Special Resolution includes a resolution of members of the Company passed, on a poll, by members of the Company holding not less than 75% of the voting rights attributable to the shares held by the members present and voting at the relevant meeting.
- Entitlement to attend and vote at the Extraordinary General Meeting**
- Pursuant to the Company's articles of association and Regulation 22 of the Regulations, entitlement to attend and vote at the Extraordinary General Meeting and the number of votes which may be cast will be determined by reference to the register of members of the Company at close of business on the day which is two days before the day of the Extraordinary General Meeting.
- STM Shareholders (including those who hold shares in uncertificated form) must be entered on the Company's register of members at 6.00 p.m. on 4 December 2023 or, if the Extraordinary General Meeting is adjourned, at 6.00 p.m. on the day that is two days prior to the adjourned Extraordinary General Meeting. STM 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, speak or vote at the Extraordinary General Meeting.
- Only STM Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Extraordinary General Meeting. Subject to the Company's articles of association, STM Shareholders are entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at the Extraordinary General Meeting. You may appoint more than one proxy in relation to the Extraordinary General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. Please refer to note 7 for further information about appointing multiple proxies.
- The completion and return of this form of proxy will not prevent an STM Shareholder from attending the Extraordinary General Meeting or any adjournment of it and voting (either on a show of hands or on a poll) in person. If you have appointed a proxy and attend the Extraordinary General Meeting in person, your proxy appointment will automatically be terminated.
- Directions on how to vote using this form of proxy**
- A proxy need not be a member of the Company but must attend the Extraordinary General Meeting to represent you. If you wish to appoint the Chair of the Extraordinary General Meeting to act as your proxy, you do not need to insert a name of a proxy in the space provided. If you wish to appoint someone other than the Chair of the Extraordinary General Meeting to act as your proxy, insert the name of the person you wish to appoint in block capitals in the space provided. Where you appoint someone other than the Chair, you are responsible for ensuring that they attend the Extraordinary General Meeting and are aware of your voting intentions.
- To appoint more than one proxy, a separate form of proxy should be completed for each proxy and each appointment should clearly identify the shares to which that particular proxy relates. Please contact Computershare Investor Services (Jersey) Limited ("Computershare") on 0370 707 4040 or on +44 370 707 4040 from outside the UK to obtain additional forms of proxy or you may photocopy this form. 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 08:30 – 17:30, Monday to Friday excluding public holidays in England and Wales.
- Please indicate by ticking the box provided if the proxy is being appointed in relation to less than your full voting entitlement and enter the number of shares in relation to which they are authorised to act as your proxy in the box indicated. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than the member's entire holding, it is assumed that the proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. There is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the member's entire holding. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies. Failure to specify the number of shares to which each proxy form relates or specifying a number which, when taken together with the number of shares set out in the other proxy appointments, is in excess of the number of shares held by the STM Shareholder may result in the proxy appointment being invalid.

- To be effective, this form of proxy, fully completed, together with the power of attorney or any other written evidence of the authority under which it is executed (or a notarially certified copy), must be delivered to the Company's registrars, Computershare, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY and received no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the Extraordinary General Meeting (or any adjournment of it).
 - If you make any alteration to this form, you must initial the alteration.
 - As an alternative to completing this hard copy form of proxy, you can register your proxy by using the CREST electronic proxy appointment service by using the procedures described in the CREST Manual available via www.euroclear.com.
 - Appointment of proxies by corporations**
 - If a registered holder of shares is a corporation, the form of proxy should be executed under its seal or signed under the hand of a duly authorised officer or attorney and must be accompanied by any power of attorney or other authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the directors.
 - Appointment of proxy by joint holders**
 - In the case of joint holders the signature on this form of proxy of any one holder will suffice but where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding, with the first named being the most senior.
 - Appointment of proxy via CREST**
 - CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. 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 Euroclear UK & International Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Computershare (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting, (excluding any part of a day that is not a business day). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message.
 - CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular message. 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 a voting service provider(s), to procure that his 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. In this regard, 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 18(4)(a) of the Regulations.
 - Termination of proxy appointments**
 - A STM Shareholder is entitled to revoke the appointment of its proxy by delivering to the Company a notice in writing given by or on behalf of that STM Shareholder. A notice revoking a proxy appointment will only take effect if it is delivered to and received by the Company's registrars, Computershare, not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the Extraordinary General Meeting (or any adjournment of it).
 - If more than one proxy appointment is returned in respect of the same shares, the appointment last received before the latest time for the receipt of proxies (as set out in note 10) will take precedence.
 - Communications**
 - You may not use any electronic address provided in this form of proxy to communicate with the Company for any purpose other than as may be expressly stated in this form of proxy.
- If you have any questions about this form of proxy or the procedures to follow, please telephone Computershare on 0370 707 4040 or on +44 370 707 4040 from outside the UK. 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 08:30 – 17:30, Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Computershare cannot provide advice on the merits of the proposals nor give any financial, legal or tax advice.

Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card To be completed if voting in person at the Extraordinary General Meeting.

- | | For | Against | Vote
Withheld |
|---|--------------------------|--------------------------|--------------------------|
| Ordinary Resolution | | | |
| 1. Subject to and conditional on the passing of Resolution 2, to approve the sale by the Company of the SIPP's Business (as defined in the Scheme Document) for the sum of £4.5 million, to Pathlines Holdings Limited, being a company controlled by Alan Kentish, being a director and shareholder of the Company, and the terms of the MBO SPA (as defined in the Scheme Document), pursuant to which Pathlines shall purchase the SIPP's Business, for the purposes of Rule 16.1 of the City Code on Takeovers and Mergers and to authorise the directors of the Company to agree and make such modification, variations, revisions, waivers and/or amendments in relation to the MBO SPA (provided that such modifications variations, revisions, waivers or amendments are not material) as they may in their absolute discretion deem necessary, expedient or desirable. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Special Resolution | | | |
| 2. To give effect to the Scheme, as set out in the notice of Extraordinary General Meeting contained in Part Eleven of the Scheme Document, including the amendments to the Articles of Association. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Extraordinary General Meeting of STM Group plc (the "Company")

to be held at 10.45 a.m. on 6 December 2023 at 5th Floor, 330 High Holborn, London WC1V 7QH (or immediately following the Court Meeting) (the "Extraordinary General Meeting").



BEFORE COMPLETING THIS FORM PLEASE READ THE NOTES OVERLEAF

I/We,(name of shareholder(s))
of(address of shareholder(s))
(in the case of joint shareholders, the names of all joint holders should be shown being a member/members of the Company)

appoint: Name of proxyCHAIR (delete if other to be appointed)

Name of proxy (if not Chair) (complete name in block capitals).

Tick the box if this proxy appointment is one of multiple appointments. For the appointment of more than one proxy, please refer to note 8 above.

Number of shares to which this proxy relates Note: Leave blank if you are only appointing one proxy in respect of all your shares

or, if no one is named in the box as proxy, the Chair of the Extraordinary General Meeting as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10.45 a.m. on 6 December 2023 at 5th Floor, 330 High Holborn, London WC1V 7QH (or immediately following the conclusion of the Court Meeting) (and at any adjournment of the Extraordinary General Meeting) and to vote and/or abstain from voting on the specified resolutions as indicated below and as he or she thinks fit on any other business (including any amendments to the resolutions) properly dealt with at the Extraordinary General Meeting (or adjourned Extraordinary General Meeting).

IF YOU WISH TO APPOINT MORE THAN ONE PROXY, PLEASE REFER TO NOTE 8.

Please indicate with an 'X' in the appropriate box opposite the resolutions how you wish your vote to be cast or withheld. If you do not select either of the options for a resolution your proxy will vote (or abstain) as he or she thinks fit on the relevant resolution. Please use a black pen. Mark with an X inside the box as shown in this example.

Ordinary Resolution

- | | For | Against | Vote
Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 1. Subject to and conditional on the passing of Resolution 2, to approve the sale by the Company of the SIPP's Business (as defined in the Scheme Document) for the sum of £4.5 million, to Pathlines Holdings Limited, being a company controlled by Alan Kentish, being a director and shareholder of the Company, and the terms of the MBO SPA (as defined in the Scheme Document), pursuant to which Pathlines shall purchase the SIPP's Business, for the purposes of Rule 16.1 of the City Code on Takeovers and Mergers and to authorise the directors of the Company to agree and make such modification, variations, revisions, waivers and/or amendments in relation to the MBO SPA (provided that such modifications variations, revisions, waivers or amendments are not material) as they may in their absolute discretion deem necessary, expedient or desirable. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolution

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 2. To give effect to the Scheme, as set out in the notice of Extraordinary General Meeting contained in Part Eleven of the Scheme Document, including the amendments to the Articles of Association. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

Signature

Date

DD/MM/Y

