

**EMIS GROUP PLC**

**GENERAL MEETING ATTENDANCE CARD**

The General Meeting of EMIS Group plc will be held at 11.15 a.m. (London time) on 9 August 2022 at Fulford Grange, Micklefield Lane, Rawdon, Leeds, England LS19 6BA.

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 an EMIS 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.

Bar Code:

Signature of person attending:

Any changes to these arrangements will be communicated to EMIS Shareholders in advance of the General Meeting, via the Company's website (<https://governance.emisgroupplc.com/>) and by an announcement through a Regulatory Information Service.

**GENERAL MEETING FORM OF PROXY**

Bar Code:

Investor Code:

Event Code:

**GENERAL MEETING OF EMIS GROUP PLC (THE "COMPANY") TO BE CONVENED AT 11.15 A.M. (LONDON TIME) (OR AS SOON THEREAFTER AS THE COURT MEETING OF THE SAME DAY CONCLUDES OR IS ADJOURNED) ON 9 AUGUST 2022 AT THE COMPANY'S REGISTERED OFFICE AT FULFORD GRANGE, MICKLEFIELD LANE, RAWDON, LEEDS, ENGLAND LS19 6BA**

Please read the Notice of General Meeting (set out in Part 10 of the scheme document of the Company dated 8 July 2022) and the Notes on the reverse before completing this Form of Proxy in black ink.

I/We hereby appoint the Chair of the General Meeting; or

*[NB: Leave 'name of proxy' box blank to appoint the Chair as your proxy. You are strongly advised to appoint the Chair as your proxy. Do not insert your own name. Leave 'number of shares proxy appointed over' box blank to vote all of your shares.]*

**Name of proxy**

**Number of shares proxy appointed over**

to be my/our proxy to exercise all or any of my/our rights to vote on my/our behalf at the General Meeting of the Company, to be held at 11.15 a.m. (London time) on 9 August 2022 at the Company's registered office at Fulford Grange, Micklefield Lane, Rawdon, Leeds, England LS19 6BA and at any adjournment thereof. I/We appoint my/our proxy to vote in the manner indicated below (see Notes below).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 5).

Please indicate by placing an 'X' in black ink in the appropriate box below how you wish your vote to be cast on the Special Resolution (see Notes 2 and 14). If you mark more than one of the boxes below, this Form of Proxy will be invalid.

**Special Resolution**

**FOR**

**AGAINST**

**WITHHELD**

To give effect to the Scheme, as set out in the Notice of General Meeting, including authorising the Company's directors to take all such action as they may consider necessary or appropriate for implementing the Scheme and the amendments to the articles of association of the Company.

**Signature** (see Notes 12 and 14)

**Date**

Please return this Form of Proxy to Link Group by post or by hand (see Notes 4 and 16). Alternatively, you can submit your proxy online (see Note 9) or through CREST using the CREST electronic proxy appointment service (see Notes 6 to 8). To be valid, your Form of Proxy needs to have been received by Link Group no later than 11.15 a.m. (London time) on 5 August 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 General Meeting).

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

## Notes to Form of Proxy

1. Terms defined in the Company's scheme circular dated 8 July 2022 (the "**Scheme Document**") shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the Special Resolution to be proposed at the General Meeting, together with explanatory notes, are set out in the Notice of General Meeting contained in Part 10 of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Action to be Taken" set out on the opening pages of the Scheme Document. You can access the Scheme Document at <https://governance.emisgroupplc.com/>.
2. Every EMIS Shareholder 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 questions and, on a poll, to vote on their behalf at the General Meeting. EMIS 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. EMIS Shareholders are also strongly encouraged to appoint the Chair of the General Meeting as their proxy by leaving the 'name of proxy' box blank. This should be done as soon as possible and at least 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the General Meeting. 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 EMIS Shares in relation to which they are authorised to act as your proxy. Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business other than the Special Resolution (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
3. Entitlement to attend and vote 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 5 August 2022 or, if the General Meeting is adjourned, 6.30 p.m. (London time) on the date which is two days before the date set for the adjourned General Meeting (excluding any non-working day). Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
4. It is requested that 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) be returned to Link Group at Central Square, 29 Wellington Street, Leeds LS1 4DL, either: (i) by post or (ii) (during normal business hours only) by hand, so as to be received as soon as possible and in any event not later than 11.15 a.m. (London time) on 5 August 2022 (or, in the case of an adjournment of the General Meeting, not less than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time and date appointed for the adjourned General Meeting). If this Form of Proxy is not lodged by this time it will be invalid.
5. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Link Group shareholder helpline using the details set out in Note 16 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 EMIS 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.
6. EMIS Shareholders who hold their EMIS Shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the purpose of this General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (which can be viewed at [www.euroclear.com](http://www.euroclear.com)). In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 (the "**CREST Regulations**"), only those members entered on the relevant register of members of the Company at 6.30 p.m. on 5 August 2022, being the date which is two days before the General Meeting or, in the event that the General Meeting is adjourned, in the register of members of the Company at 6.30 p.m. on the date which is two days before the adjourned General Meeting (in each case, excluding any non-working day), shall be entitled to attend and vote at the General Meeting in respect of the number of EMIS Shares registered in their name at that time. Changes to entries on the relevant register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting or any adjourned General Meeting. EMIS Shareholders who hold their EMIS Shares in the Company through CREST ("**CREST members**") and who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the purpose of this General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. 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 Link Group (CREST Participant ID RA10) 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 General Meeting (or adjourned General Meeting) as applicable. 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 Link Group are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
8. 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.
9. As an alternative to completing and returning the printed WHITE Form of Proxy or appointing a proxy through CREST, EMIS Shareholders entitled to attend and vote at the General Meeting may appoint a proxy electronically by logging on to the following website: [www.signalshares.com](http://www.signalshares.com) or registering if you have not previously done so. To register, you will need your Investor Code (IVC) which is printed on the front of this Form of Proxy or is available from Link Group. For an electronic proxy appointment to be valid, the appointment must be received by Link Group no later than 11.15 a.m. on 5 August 2022 (or, in the case of an adjournment of the General Meeting, not less than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time and date set for the adjourned General Meeting). Full details of the procedure to be followed to appoint a proxy electronically are given on the website.
10. Any alterations made to this Form of Proxy should be initialled.
11. The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically through CREST, by post or by any other procedure described in the Scheme Document) will not prevent you from attending, submitting questions and/or any objections and voting at the General Meeting in person if you are entitled to and wish to do so.
12. In the case of joint holders of EMIS Shares, the vote of the senior who tenders a vote, whether 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.
13. As an alternative to appointing a proxy, any holder of EMIS 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 EMIS 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.
14. 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' the Special Resolution or any other resolution.
15. You may not use any electronic address provided either in the Notice of General Meeting in Part 10 of the Scheme Document or in any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
16. 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, please call Link Group on its Shareholder Helpline on 0371 664 0321 (if calling from within the UK) or +44 371 664 0321 if calling 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. The Shareholder Helpline is open between 9.00 a.m. and 5.30 p.m., 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 the Shareholder Helpline cannot provide advice on the merits of the Scheme nor give any financial, investment, legal or tax advice.