



PLEASE DETACH THIS PORTION BEFORE POSTING THE FORM OF PROXY

- Shareholders are permitted to attend the AGM but it is not recommended
- Given limited capacity at the meeting, shareholders should appoint the Chair of the meeting as their proxy
- You can appoint a proxy electronically (see notes 4 and 5 overleaf) or by completing the attached Form of Proxy and returning it by post

As a result of the ongoing Covid-19 pandemic, the Company's Board of Directors (the 'Board') strongly recommends that shareholders do not attend the Annual General Meeting ('AGM') in person, but instead make use of the electronic facilities available to participate in the meeting remotely. To the extent that you wish to attend in person and are able to do so safely, in accordance with Government guidance and restrictions, the Board kindly requests that you pre-register your intentions to attend by emailing [governance@gbgplc.com](mailto:governance@gbgplc.com) no later than 5:00 p.m. on Friday 23 July 2021. We will have to limit numbers in order to maintain social distancing.

If you do attend the AGM in person, you will be required to wear a mask and practice social distancing. Please do not attend the AGM in person if you have symptoms that may be caused by Covid-19, or if you are waiting for a test, if you have received a positive Covid-19 test result, or live with someone with Covid-19 symptoms, or with someone who has tested positive for Covid-19.

### FORM OF PROXY - GB GROUP PLC

VOTING ID

TASK ID

Shareholder Reference Number

The Annual General Meeting of GB Group Plc (the 'Company') is to be held at and broadcast via live audiocast from the Company's Registered Office at The Foundation, Herons Way, Chester Business Park, Chester, CH4 9GB on Thursday 29 July 2021 at 10.00 a.m. I/We being a member(s) of the Company, hereby appoint the Chair of the meeting (see Note 1) as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company and at any adjournment thereof. Please indicate by inserting a cross in the appropriate box, how you wish your votes to be cast on the resolutions mentioned. If you sign this form and return it without any specific directions your appointed proxy will vote or abstain at his/her discretion on the resolutions to be proposed as he/she will upon any other motion arising at the meeting.

I/We instruct the proxy to vote on the following resolutions as follows:

#### Ordinary Resolutions

- To receive the Company's annual accounts for the year ended 31 March 2021 together with the directors' report and auditor's report on those accounts.
- To declare a final dividend in the sum of 3.40 pence per ordinary share for the year ended 31 March 2021.
- To re-appoint David Anthony Rasche as a Director of the Company.
- To re-appoint Elizabeth Margaret Catchpole as a Director of the Company.
- To appoint David Mathew Ward as a Director of the Company.
- To receive and approve the Report on Directors' Remuneration as set out in the Company's annual report and accounts for the year ended 31 March 2021.

For Against Withheld

            

#### Ordinary Resolutions

- To re-appoint Ernst & Young LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
- To authorise the Directors to determine the auditor's remuneration.
- To authorise the Directors to allot shares in the Company.

For Against Withheld

      

#### Special Resolutions

- To waiver pre-emption rights in certain circumstances (general).
- To waiver pre-emption rights in certain circumstances (financing).
- To authorise the Company to purchase its own shares.
- That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

        

Signature

Date

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## Notes and Instructions

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and (on a poll) vote in their place. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. Shareholders are strongly encouraged to appoint the Chair as their proxy even if they intend to attend the AGM electronically. This will ensure that your vote will be counted even if attendance at the AGM is restricted or you are unable to attend. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Equiniti, on 0371 384 2367 (overseas callers should call +44 (0)121 415 7047). Lines are open 9.00 a.m. to 5.00 p.m. Monday to Friday, excluding public holidays in England and Wales. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. To be valid, proxy forms together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney should be signed and returned in the envelope provided by 10:00 a.m. on Tuesday 27 July 2021.
3. To have the right to vote at the meeting (and also for the purpose of calculating how many votes a person may cast), a person must have their name entered on the register of members by no later than 6.30 p.m. on Tuesday 27 July 2021. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. As an alternative to completing this Form of Proxy, you can appoint a proxy electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number (as printed on this Form of Proxy). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at [www.shareview.co.uk](http://www.shareview.co.uk). Full instructions are given on both websites. For an electronic proxy appointment to be valid, the appointment must be received by the Company's registrar, Equiniti, no later than 10:00 a.m. on Tuesday 27 July 2021 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Any electronic communication sent by a shareholder to Equiniti which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.
5. CREST members who wish to appoint a proxy using the CREST electronic appointment service may do so by using the procedures described in the CREST manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent RA19 no later than 48 hours before the time fixed for the meeting. You should appoint the Chair of the meeting as your proxy rather than a named person who will not be permitted to attend the meeting.
6. To direct your proxy how to vote on the resolutions, please mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "vote withheld" box. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
7. In the case of joint holders, the vote of the senior holder who tenders a vote by proxy, will be accepted to the exclusion of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the Register of Members. The names of the joint holders should be stated. OR In the case of holdings held in joint names, the signature of one holder will be sufficient.
8. If the member is a corporation, this proxy should be executed either under its common seal, or under the hand of its attorney or any person duly authorised on its behalf.
9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of the proxies will take precedence.
11. Any alteration to this form should be initialled.
12. This proxy confers authority to demand or join in demanding a poll.