

# Clipper Logistics plc (the "Company") 2021 Annual General Meeting ("AGM")



To be held at the offices of Squire Patton Boggs (UK) LLP at 6 Wellington Place,  
Leeds, LS1 4AP on 12 October 2021 at 11.00am

## Form of Proxy

### Notice of Availability – IMPORTANT, please read carefully:

You can now access the 2021 Annual Report and Accounts  
and 2021 Notice of Annual General Meeting at  
[www.clippergroup.co.uk/investor-news](http://www.clippergroup.co.uk/investor-news).

**Before completing this form, please read the accompanying explanatory notes overleaf.**

I/We ..... (Please complete in capitals)  
Of .....  
being a member of the Company hereby appoint the Chairman of the meeting or<sup>1</sup>

as my/our proxy in respect of ..... ordinary shares  
to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 12 October 2021 at 11.00am and at  
any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication  
is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as  
he or she thinks fit in relation to any other matter which is properly put before the meeting.

☐ Please tick here if this appointment is one of multiple appointments being made.

|  | FOR                      | AGAINST                  | VOTE WITHHELD            |  | FOR                      | AGAINST                  | VOTE WITHHELD            |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the accounts for the financial year ended 30 April 2021, together with the reports of the Directors and of the auditors thereon.                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10. To re-elect Constantino (Dino) Rocos as a director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the financial year ended 30 April 2021. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. To re-elect Christine Cross as a director of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To declare a final dividend of 7.1 pence per ordinary share.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12. Authority to allot shares pursuant to section 551 of the Companies Act 2006 (the "Act").   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-appoint RSM UK Audit LLP as auditors of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13. Authority to communicate with Shareholders via electronic means, subject to the Act.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorise the Audit Committee to set the remuneration of the auditors.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14. Notice period for general meetings other than AGMs.*   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Steven Parkin as a director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15. Power to allot equity securities for cash pursuant to section 570 and section 573 of the Act.*   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Antony Mannix as a director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 16. Power to allot equity securities for cash pursuant to section 570 and section 573 of the Act for the purpose of an acquisition or specified capital investment.* | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect David Hodkin as a director of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 17. To approve and adopt new Articles of Association of the Company.*  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect Stuart Watson as a director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |  |                          |                          |                          |

### \* To be proposed as Special Resolutions

Signature<sup>2</sup>: .....

Date: .....

### Intention to Attend

IMPORTANT NOTICE: As explained in the Notice of Meeting, at the time of writing, there are no COVID-19 restrictions or Government guidance in place which prevent us from convening the AGM in the usual way. However, it is possible that the evolving COVID-19 pandemic and Government restrictions or guidance may mean that it is no longer possible for Shareholders to attend the AGM in person. Any changes to the AGM will be communicated to Shareholders before the meeting through our website at <https://www.clippergroup.co.uk/investor-relations/> and where appropriate, by RNS announcement.

**In the event that you wish to attend in person, it is requested that you pre-register your intention to attend by emailing [co-sec@clippergroup.co.uk](mailto:co-sec@clippergroup.co.uk) no later than 6:00pm on 11 October 2021, or by ticking this box:** ☐

1 Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you wish to appoint the Chairman (see note 3).  
2 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).

# Notes to the Form of Proxy

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. However, as detailed in the Notice of Meeting, attendance may be restricted in light of the COVID-19 pandemic.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this Form of Proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form of proxy. You must indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of shares held by you). Please indicate in the box provided if the proxy is one of multiple instructions being given. All forms should be signed and should be returned together in the same envelope.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA; and
  - received by Equiniti Limited no later than 11.00am on 8 October 2021.
7. In the case of a member which is a company, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
9. It is intended that voting on all resolutions at the AGM will be conducted on a poll, rather than a show of hands. The Directors believe that this produces more democratic results, as all shares represented at the AGM and those lodged before the AGM are included in the results of the voting on a one share, one vote basis.
10. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (the "**Regulations**") and section 360(B)(2) of the Companies Act 2006, the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by 6.30pm on 8 October 2021, or in the event of any adjournment, by 6.30pm on the date which is two days (for these purposes, ignoring non-working days) before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
11. As at 8 September 2021 (the latest practicable date before publication of this Notice), the Company's issued share capital comprised 102,302,743 ordinary shares of 0.05 pence each, of which 102,302,743 carry voting rights in relation to all circumstances at general meeting of the Company. Therefore, the total voting rights in the Company as at 8 September 2021 (being the latest practicable date prior to publication of this Notice) were 102,302,743.
12. CREST members who wish to appoint a proxy or proxies through CREST electronic proxy appointment service may do so for the AGM, and any adjournment(s) thereof, by using the procedures and to the address described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)) subject to the provisions of the Company's Articles of Association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
13. 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's specifications, 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 is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number RA19) no later than 11.00am on 8 October 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
14. 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 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 members concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) takes(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 connection, CREST members and, where applicable, their CREST sponsor or voting system provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
15. In the case of joint holders, 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 (the first-named being the most senior).
16. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
17. For details of how to change your proxy instructions or revoke your proxy appointment please contact Equiniti Limited on 0371 384 2030. Lines are open 8.30am to 5.30pm Monday to Friday. Overseas telephone: +44 121 415 7047.
18. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.