

## Headlam Group Plc - Annual General Meeting 2024 - Form of Proxy

You may appoint a proxy at [www.signalshares.com](http://www.signalshares.com) instead of using this form.

Account Name:

IVC:

For guidance on how to complete this Form of Proxy please refer to the Notice of Meeting on the Company's website.

I/We being (a) member/members hereby appoint the Chairman of the meeting/the following person:

Name of proxy (if not the Chairman of the meeting):

Number of ordinary shares appointed over:  
(if less than your full voting entitlement)

as my/our proxy, to attend, speak and vote on my/our behalf at the Meeting of the Company and at any adjournment thereof. Please indicate below how you would like your proxy to vote on your behalf on the resolutions.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

☐

### Resolutions:

For                  Against                  Withheld                  Discretionary

1 To receive the Company's Annual Report and Accounts for the year ended 31 December 2023

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 To approve the Directors Remuneration Report of the Accounts for the year ended 31 December 2023 (see notice)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 To declare a final ordinary dividend of 6.0 pence per ordinary share in respect of the financial year ended 31 December 2023

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 To elect Adam Phillips as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 To re-elect Keith Edelman as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 To re-elect Chris Payne as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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7 To re-elect Stephen Bird as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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8 To re-elect Jemima Bird as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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9 To re-elect Robin Williams as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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10 To re-elect Karen Hubbard as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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11 To re-appoint PricewaterhouseCoopers LLP as the Auditor of the company, to hold office from the conclusion of the meeting (see notice)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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12 To authorise the Directors to determine the Auditors' remuneration

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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13 THAT the Directors be authorised to allot shares and to grant such subscription and conversion rights up to an aggregate nominal amount of 605,841 GBP (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 THAT, subject to resolution 13 the Directors be authorised to allot equity securities for cash as if section 561 did not apply (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 THAT, subject to resolution 13 the Directors be authorised in addition to resolution 14 to allot equity securities for cash as if section 561 did not apply (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 That the Company is hereby authorised for the purposes of section 701 of the Act to make market purchases of ordinary shares of 5 pence each (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 That the Company be authorised to hold general meetings on not less than 14 clear days' notice (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
If you intend attending the meeting in person please place a 'X' in the box opposite		<input type="checkbox"/>	<input type="checkbox"/>	

Signature:\_\_\_\_\_

Date:\_\_\_\_\_

Please send this Form of Proxy to FREEPOST PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. Shareholders outside the United Kingdom should send this Form of Proxy to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom.

- 1
- To appoint as a proxy a person other than the Chairman of the meeting insert their full name in the space provided. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking 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. A proxy need not be a member of the Company.
- 2
- Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting
- 3
- This Form of Proxy must arrive not later than 48 hours before the time of the meeting at FREEPOST PXS, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL during usual business hours accompanied by any power of attorney under which it is executed (if applicable). If you prefer, you may return the Form of Proxy to the Registrar in an envelope addressed to FREEPOST Link PXS. Please note that delivery using this service can take up to five business days.
- 4
- A corporation must execute the Form of Proxy under either its common seal or the hand of a duly appointed officer or attorney.
- 5
- The Form of Proxy is for use in respect of the shareholder account specified overleaf only and should not be amended or submitted in respect of a different account.
- 6
- The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- 7
- Ordinary Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Ordinary shareholders wishing to vote online should visit [www.signalshares.com](http://www.signalshares.com) and follow the instructions.
- 8
- In the case of joint holders, the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the Register of Members will be accepted to the exclusion of the other joint holders.
- 9
- Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the Register of Members of the Company at close of business on the day that is 2 days before the meeting date. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.