





## EXPLANATORY NOTES

1. Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the Notice of Annual General Meeting accompanying this proxy form.
2. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the AGM. A member so entitled may appoint (a) proxy(ies), who need not be (a) shareholder(s), to attend, speak and vote on his/her behalf.
3. If you wish to appoint someone other than the Chair of the Meeting as your proxy please insert his/her name in the space provided and delete the Chair of the Meeting. A proxy need not be a shareholder of the Company.
4. You can also register the appointment of a proxy or proxies, or voting instructions for the meeting electronically by logging on to [www.shareview.co.uk](http://www.shareview.co.uk). You will need to create an online portfolio using your Shareholder Reference Number which is printed on your Proxy Form. Full details of the procedures are given on the website. The proxy appointment and/or voting instructions must be received by Equiniti at least 48 hours before the appointed time of the meeting that is to say no later than 8:30 a.m. on 16 June 2026. Please note that any electronic communication sent to the Company or the Registrar that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti Limited's conditions of use set out on the website, [www.shareview.co.uk](http://www.shareview.co.uk).
5. CREST members who wish to appoint a proxy may do so by using the CREST electronic proxy appointment service. Please refer to the Notice of Annual General Meeting for further information.
6. To be valid, the form of proxy must reach the Company's Registrar, Equiniti, by no later than 8:30 a.m. (UK time) on 16 June 2026 or if the AGM is adjourned, 48 hours before the time for holding the adjourned AGM. Lodgement of a form of proxy does not prevent a member from attending and voting at the AGM in person.
7. To appoint more than one proxy, additional proxy forms can be downloaded from [www.trainlinegroup.com/AGM](http://www.trainlinegroup.com/AGM) or be obtained by contacting the Company's Registrar, Equiniti on +44 (0)371 384 2030. Lines open 8:30 a.m. to 5.30 p.m. (Monday to Friday) or you may copy this form. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate by ticking the additional box provided if the proxy instruction is one of multiple separate instructions being given. All forms must be signed and should be returned together.
8. The 'Vote withheld' option on the form of proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
9. If the form of proxy is signed by someone else on your behalf, the original or a certified copy of the document evidencing their authority to sign must be returned with the form of proxy. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
10. In the case of a joint holding, any holder may sign. 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).
11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
12. To be entitled to attend or vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's Register of Members as at 6:30 p.m. (UK time) on 16 June 2026, or, if the meeting is adjourned, you must be entered on the Company's Register of Members no later than 6:30 p.m. (UK time) on the day being two days prior to the day of the adjourned meeting. Changes to entries on the ordinary register after 6.30 p.m. (UK time) on 16 June 2026 shall be disregarded in determining the right of any person to attend or vote at the AGM (unless the AGM is adjourned in which case the previous provisions of this Note 12 apply).
13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars, Equiniti, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA, United Kingdom. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Equiniti by 8:30 a.m. (UK time) on 16 June 2026, or if the AGM is adjourned, 48 hours prior to the adjourned meeting.
14. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
15. This Proxy Form may be posted via Freepost for UK postage only. From outside the UK, Isle of Man or Channel Islands, the appropriate postage must be paid.
16. 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.



Freepost RTHJ-CLLL-KBKU

Equiniti

Aspect House

Spencer Road

Lancing

BN99 8LU

