



PLEASE DETACH THIS PORTION BEFORE POSTING THE FORM OF PROXY

Information

Please note that the Notice of Annual General Meeting (the Notice of AGM) and the Annual Report and Financial Statements 2024 are now available to view on GBG's website at

www.gbgroup.com/en/investors/resources/reports-and-presentations/

FORM OF PROXY – GB GROUP PLC

Shareholder Reference Number

The Annual General Meeting of GB Group plc (the 'Company') is to be held at the Company's London office at First Floor, Old Change House, 128 Queen Victoria Street, London, EC4V 4BJ on Tuesday 23 July 2024 at 9:30am.

I/We being a member(s) of the Company, hereby appoint the Chair of the meeting (see Note 2) 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. If you sign this form and return it without any specific directions, the 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 indicated with a 'X' in the appropriate box:

Ordinary Resolutions	For	Against	Withheld	Ordinary Resolutions	For	Against	Withheld
1. To receive, consider and adopt the Company's Annual Report and Accounts for the year ended 31 March 2024, together with the Directors' report and Auditor's report on those accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To receive and approve the report on Directors' Remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend in the sum of 4.20 pence per ordinary share for the year ended 31 March 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-appoint PricewaterhouseCoopers LLP as the Company's auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Richard Longdon as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Audit & Risk Committee to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To appoint Dev Datt Dhiman as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to allot shares in the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint David Mathew Ward as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions			
6. To re-appoint Elizabeth Margaret Catchpole as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To waiver pre-emption rights in certain circumstances (general).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To appoint Michelle Senecal de Fonseca as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To waiver pre-emption rights in certain circumstances (financing).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Bhavneet Singh as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				16. That the amount standing to the credit of the share premium account of the company be cancelled.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date



Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU

Notes and Instructions

1. 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 9:30am on Friday 19 July 2024.
2. Whether or not you intend to attend the AGM, we would encourage you to appoint the Chair of the AGM as your proxy in advance to ensure your vote is counted.
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 6:30pm on Friday 19 July 2024. 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.shareview.co.uk and logging into your Shareview Portfolio. To register for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. For an electronic proxy appointment to be valid, the appointment must be received by the Company's registrar, Equiniti, no later than 9:30am on Friday 19 July 2024 (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. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy. Please note that votes submitted electronically in this manner should be submitted by no later than 9:30am on Friday 19 July 2024.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. Any alteration to this form should be initialled.
13. This proxy confers authority to demand or join in demanding a poll.