

Please bring this card with you to the Court Meeting and present it at shareholder registration/accreditation.

Additional Holders:

IN THE HIGH COURT OF THE ISLE OF MAN IN THE MATTER OF STM GROUP PLC AND IN THE MATTER OF THE ISLE OF MAN COMPANIES ACT 2006

Shareholder Reference Number

Please detach this portion before posting this proxy form.

FORM OF PROXY FOR COURT MEETING



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 918810

SRN:

PIN:



View the Scheme Circular and Notice of General Meeting online: <https://www.stmgroupplc.com/recommended-offer-for-stm-group-plc>

Register at www.investorcentre.co.uk – elect for electronic communications & manage your shareholding online!

Notes:

- Before completing this form of proxy, please read Part Ten of the Scheme Document which was sent to STM Shareholders on 7 November 2023. Before completing this form of proxy please also read the section entitled "Action to be taken" set out in paragraph 12 of Part One of the Scheme Document. Terms defined in the Scheme Document shall apply in this form of proxy unless the context otherwise requires. This is the "Blue" Form of Proxy referred to in the Scheme Document.
 - Only Scheme Shareholders, or their duly appointed proxies or corporate representatives, are entitled to attend and vote at the Court Meeting.
- Entitlement to attend and vote**
- Pursuant to the Company's articles of association and Regulation 22 of the Regulations, the entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at close of business on the day which is two days before the day of the meeting. Members who are Scheme Shareholders must be entered on the Company's register of members at 6.00 p.m. on the day which is two days before the date of the Court Meeting or, if the Court Meeting is adjourned, 6.00 p.m. on the day which is two days before the date of such adjourned Court Meeting, in order to be entitled to attend, speak and vote at the Court Meeting in respect of the Scheme Shares. Members who are Scheme Shareholders may only cast votes in respect of Scheme Shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
 - This form of proxy is personal and is not transferable.
 - As a Scheme Shareholder, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Court Meeting. You can only appoint a proxy using the procedures set out in these notes.
 - Submission of a form of proxy does not preclude you from attending the Court Meeting and voting in person.
 - 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.
 - The Court has appointed Nigel Birrell or, in his absence, Peter Smith or, failing him, Therese Neish to act as Chair of the meeting and has directed the Chair to report the result of the meeting to the Court.
- Directions on how to vote using this form of proxy**
- A proxy does not need to be a member of the Company and need not be a Scheme Shareholder but must attend the Court Meeting to represent you. To appoint a person other than the Chair of the Court Meeting as your proxy delete the words "Chair of the Court Meeting or" and insert the full name and your appointee in the relevant box overleaf. Please leave blank if you wish to appoint the Chair. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the Court Meeting and are aware of your voting intentions.
 - Please indicate by marking an X in the appropriate box how you wish your vote to be cast on the resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
 - To be valid, this form of proxy, fully completed, together with any power of attorney or any other written evidence of the authority under which it is executed (or a notarially certified copy) must be delivered to the Company's registrars, Computershare Investor Services (Jersey) Limited at c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY ("Computershare") and received no later than 10.30 a.m. on 4 December 2023 or, if the Court Meeting is adjourned, at least 48 hours (excluding any part of a day that is not a working day) before the start of the adjourned Court Meeting. However, if not so lodged, this form of proxy may be handed to the Chair of the Court Meeting or to the Company's registrars, on behalf of the Chair of the Court Meeting, before the start of the Court Meeting.
 - If you make any alteration to this form, you must initial the alteration.
 - As an alternative to completing the hard copy form of proxy, you can register your proxy appointment by using the CREST electronic proxy appointment service by using the procedures described in the CREST Manual available via www.euroclear.com.
- Appointment of multiple proxies**
- You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to at least one Scheme Share. If you wish to appoint more than one proxy, please contact Computershare on 0370 707 4040 or on +44 370 707 4040 from outside the UK for further proxy appointment forms or you may photocopy this form. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 08:30 – 17:30, Monday to Friday excluding public holidays in England and Wales. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. Please also indicate in the relevant box the number of Scheme Shares for which the proxy is authorised to act (which in respect of all such proxies should not exceed the number of Scheme Shares held by you). All forms must be signed and should be returned in the same envelope. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies. A failure to specify the number of Scheme Shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.

- Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than the member's entire holding, it is assumed that the proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. There is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the member's entire holding.

Appointment of proxy via CREST

- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. 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 UK & International Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Computershare (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting (excluding any part of a day that is not a business day). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 18(4)(a) of the Regulations.
- 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 message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(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 sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Appointment of proxy by joint holders

- In the case of joint holders any one may sign this form of proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names stand in the register of members (the first-named being the most senior).

Appointment of proxy by corporations

- In the case of a member which is a company, the 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. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

Termination of proxy appointments

- If you wish 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, Computershare at c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY. In the case of a member who is a company, the revocation notice must be signed on its behalf by an officer of the company or an attorney of the company. Any power of attorney or other authority under which the revocation notice is signed (or a duly certified copy or a notarially certified or office copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company's registrars, Computershare at c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY by not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the Court Meeting (or any adjournment of it). If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.

Corporate representatives

- A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Company's articles of association, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Shareholder of the Company.

Communications

- You may not use any electronic address provided either in this form of proxy, in the notice of Court Meeting or in any related documents to communicate with the Company for any purpose other than those expressly stated.
- Except as provided above, members who have general queries about the Court Meeting should contact Computershare on 0370 707 4040 or on +44 370 707 4040 from outside the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 08:30 – 17:30, Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Computershare cannot provide advice on the merits of the proposals nor give any financial, legal or tax advice.

Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Share Registrars Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card To be completed only at the Court Meeting.

FOR the Scheme
Signature

AGAINST the Scheme
Signature

Form of Proxy

PLEASE READ CAREFULLY THE NOTICE CONVENING THE COURT MEETING AND THE NOTES OVERLEAF BEFORE COMPLETING THIS FORM.

By an order dated 6 November 2023 made in the matter of STM Group plc (the “**Company**”), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document sent to shareholders of the Company on 7 November 2023) (the “**Scheme Document**”) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part X of the Companies Act 2006 (the “**Scheme**”) between the Company and the Scheme Shareholders and that such court meeting shall be held at 5th Floor, 330 High Holborn, London WC1V 7QH on 6 December 2023 at 10.30 a.m. (the “**Court Meeting**”).

I/We,(print your name(s))
(in the case of joint shareholders, the names of all joint holders should be shown)

.....(address)

being a member of the Company who is a Scheme Shareholder and holder of Scheme Shares (as such term is defined in the Scheme Document) hereby appoint the Chair of the Court Meeting or the following person (see note 9),

.....
If you wish to appoint the Chair of the Court Meeting as your proxy, do not enter a name in the box above.

as my/our proxy to attend, speak and vote on my/our behalf at the Court Meeting and at any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (either with or without modification as my/our proxy may approve) as hereby indicated and on any incidental motions.

Please indicate how you wish your proxy or proxies to vote by inserting an “X” in a box below. Where no “X” is provided in any of the boxes below, your proxy will vote as he/she thinks fit.

Please tick this box if this proxy appointment is one of multiple appointments being made. If you have appointed multiple proxies please specify the number of Scheme Shares in respect of which the proxy appointee pursuant to this Form of Proxy is appointed.

Number of shares to which this proxy relates

Note: Leave blank if you are only appointing one proxy in respect of all your shares

Please mark an “X” in **ONE** of the boxes below to indicate how you wish your vote to be cast. If you wish to vote for the Scheme, please mark an “X” in the box marked ‘FOR’ or, if you wish to vote against the Scheme, “X” in the box marked “AGAINST”, or if you do not sign in either box, the proxy can vote as he or she chooses or can decide not to vote at all (see Note 10).

RESOLUTION Please mark “X” to indicate how you wish to vote/abstain	For	Against
That the Scheme proposed to be made between the Company and the Scheme Shareholders referred to in the Notice of Court Meeting contained in Part Ten of the Scheme Document be approved (with or without modification) and that the directors of the Company be authorised to take all actions considered necessary and appropriate to carry the Scheme into effect.		

Signature

Date

