

Benchmark Holdings plc
General Meeting
18 June 2025



IMPORTANT – PLEASE READ CAREFULLY
You can access the Circular and the Notice of General Meeting at www.benchmarkplc.com.

You can submit your proxy online at
www.shareview.co.uk.

This card also serves as an Attendance Card for shareholders attending the General Meeting, and should be presented at the Shareholder Registration desk on arrival.

Shareholder reference number:

Signature of person attending:

FORM OF PROXY

Benchmark Holdings plc

Shareholder Reference Number

Please read the notes and instructions below and opposite before completing this form. All references in this Form of Proxy are to London times. I/We being a member/members of the above-named Company, hereby appoint the Chairman of the meeting, or please refer to Explanatory Note 3.

Name

Number of Shares

as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote in respect of the number of shares indicated above (or if no amount is indicated my/our full voting entitlement)* at the General Meeting ("GM") of Benchmark Holdings plc (the "Company") to be held at 12.00 noon (UK time) on 18 June 2025 and at any adjournment of it. I/We direct that my/our proxy will vote (or abstain from voting) on the resolutions set out in the Notice of General Meeting as indicated below:

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

*For the appointment of more than one proxy, please refer to Note 5.

Resolutions	For	Against	Vote withheld
1. To authorise the Company to make market purchases of its own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the delisting of the Company from trading on AIM and Euronext Growth Oslo and authorise the Directors to effect such delisting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the re-registration of the Company as a private limited company and the adoption of the new Articles of Association of the Company under the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions 1 to 3 (inclusive) will all be proposed as Special Resolutions.

Please note that a "vote withheld" is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

PLEASE COMPLETE THE DETAILS ABOVE IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED

The proxy is to vote as instructed in respect of the resolutions specified above. In the absence of instructions the proxy may vote or abstain as they think fit on the resolution specified above and, unless instructed otherwise, on any other business (including amendments to the resolutions) which may come before the meeting. Any alterations to this Form of Proxy should be initialled. If you complete and return the Form of Proxy this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.

Please return this Form of Proxy to Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive by 12.00 noon (UK time) on 16 June 2025. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in the Notice of General Meeting.

Signature

Date

Freeport RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
Lancing
BN99 8LU



EXPLANATORY NOTES

1. If you intend to come to the GM please complete this Attendance Card and bring it with you to the GM.
2. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to vote at the GM. A member so entitled may appoint (a) proxy(ies), who need not be (a) shareholder(s), to attend, speak and vote on their behalf.
3. If you wish to appoint someone other than the Chairman of the GM as your proxy, please insert their name in the space provided and delete "the Chairman of the meeting, or". A proxy need not be a shareholder of the Company. If no name is inserted in the space provided, the Chairman will be deemed appointed as the proxy.
4. 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.
5. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's Registrar, Equiniti on 0371 384 2050 or +44 371 384 2050 from outside the UK. Lines open 8.30 a.m. to 5.30 p.m. (Monday to Friday excluding public holidays in England and Wales) 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 they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. 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.
6. 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.
7. 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.
8. 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).
9. To be entitled to 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 2025, 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 (excluding non-working days) prior to the day of the adjourned meeting. Changes to entries on the register after 6.30 p.m. (UK time) on 16 June 2025 shall be disregarded in determining the right of any person to attend or vote at the GM (unless the GM is adjourned in which case the previous provisions of this Note 9 apply).
10. To be valid, the Form of Proxy must reach the Company's Registrar, Equiniti, by no later than 12.00 noon (UK time) on 16 June 2025 or if the GM is adjourned, 48 hours before the time for holding the adjourned GM (excluding non-working days). Lodgement of a Form of Proxy does not ordinarily prevent a member from attending and voting at the GM in person.
11. Electronic Proxy Appointment ("EPA") is available for this GM. If you have already registered with the Company's Registrars' online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk using your user ID and password. Once logged in click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions. To register for a Shareview portfolio, go to www.shareview.co.uk and enter the requested information. EPA will not be valid if received after 12.00 noon (UK time) on 16 June 2025, or, if the GM is adjourned, 48 hours before the time for holding the adjourned GM (excluding non-working days), and will not be accepted if found to contain a computer virus.
12. The CREST electronic proxy appointment service is available for this GM. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST manual, so as to reach the Company's Registrar, Equiniti, (CREST participant ID RA19) by no later than 12.00 noon (UK time) on 16 June 2025, or if the GM is adjourned, 48 hours before the time for holding the adjourned GM (excluding non-working days).
13. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12.00 noon (UK time) on 16 June 2025 in order to be considered valid (or if the GM is adjourned, 48 hours before the time for holding the adjourned GM (excluding non-working days)). 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.
14. Full details of the resolution to be proposed at the GM, with explanatory notes, are set out in the Notice of General Meeting enclosed with this card.
15. 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, Aspect House, Spencer Road, Lancing, 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 12.00 noon (UK time) on 16 June 2025, or if the GM is adjourned, 48 hours prior to the adjourned meeting (excluding non-working days).
16. 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.
17. 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.