

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.

FORM OF PROXY

Benchmark Holdings plc

Please read the notes and instructions below and opposite before completing this form. All references in this Form of Proxy are to London times unless otherwise stated. I/We being a member entered on the above-named Company's register of shareholders holding through The Norwegian Central Securities Depository (Euronext Securities Oslo), hereby appoint the Chairman of the meeting, or (please refer to Explanatory Note 2):

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:

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"/>

Resolution 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 resolutions.

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 resolutions 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.

Please return this Form of Proxy to DNB Bank ASA (via e-mail in PDF format to vote@dnb.no (noting "Benchmark GM" in the subject)) or post to DNB Bank ASA, Registrars Department, P.O. Box 1600 Sentrum, 0021 Oslo) so as to arrive by 11.00 a.m. (UK time) (12.00 CEST time) on 10 June 2025.

Signature

Date

EXPLANATORY NOTES

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to vote at the GM. **Shareholders who hold their shares through The Norwegian Central Securities Depository (Euronext Securities Oslo) are not entitled to attend the GM in person unless they are appointed by Euroclear Nominees as a proxy.**
2. If you wish Euroclear Nominees Limited to appoint someone other than the Chairman of the GM as proxy in respect of your shareholding, please insert their name (or your own name) in the space provided. If no name is inserted in the space provided the Chairman of the GM will be deemed appointed as your proxy. A proxy need not be a shareholder of the Company.
3. The "Vote withheld" option on the Form of Proxy is provided to enable you to abstain on a 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.
4. 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.
5. 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).
6. 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 shareholders holding through The Norwegian Central Securities Depository (Euronext Securities Oslo) as at close of business on 5 June 2025. Changes to entries on the register after 7.00 p.m. (UK time) (8.00 p.m. CEST time) on 5 June 2025 shall be disregarded in determining the right of any person to attend or vote at the GM.
7. To be valid, the Form of Proxy must reach DNB Bank ASA by no later than 11.00 a.m. (UK time) (12.00 noon CEST time) on 10 June 2025.
8. Full details of the resolutions to be proposed at the GM, with explanatory notes, are set out in the Notice of General Meeting enclosed with this card.
9. 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.
10. 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.