



General Meeting: 19 September 2022

Form of Proxy

Please complete this form using BLOCK CAPITALS.

Please insert full name(s) I/We _____

Please insert full address of _____

being a member/members of Carr's Group plc (the "Company") holding (number of shares) hereby appoint the Chair of the General Meeting or _____ (delete/insert as appropriate) (being a Director of the Company) as my/our proxy to attend and vote on my/our behalf at the General Meeting of the Company to be held at Hotel Sofitel London Heathrow, Terminal 5 London Heathrow Airport, London TW6 2GD at 9.30 a.m. on 19 September 2022 and at any adjournment thereof. I/We hereby authorise and instruct my/our said proxy to vote, as indicated by a "✓" in the boxes below on the resolutions to be proposed at such Meeting.

Please sign Signed _____

Please date Dated _____

Words and expression defined in the circular dated 31 August 2022 and published by the Company (the "Circular") shall, unless the content otherwise requires, have the same meaning in this form.

RESOLUTION PROPOSED		FOR	AGAINST	ABSTAIN
No. 1	To approve the proposed disposal by the Company of its interests in the Carr's Billington Agriculture Business, as more particularly described in the Notice of General Meeting.			

NOTES:

- 1 A proxy need not be a member of the Company. Subject to note 3 below, appointing a proxy will not preclude you from personally attending and voting at the meeting if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the Chair of the General Meeting to act as your proxy
- 2 Subject to note 3 below, you may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he/she is appointed. 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.
- 3 Should legislation or regulations be imposed, or public health guidance issued, which affects public gatherings or travel in relation to COVID-19, it may be necessary to limit attendance at the General Meeting on 19 September 2022 to Directors so that a quorum only is present. Any changes to arrangements will be communicated to shareholders in advance of the General Meeting through our website at www.carrsgroup.com and via an RNS announcement.
- 4 To direct your proxy how to vote on the resolutions, please mark the appropriate box next to each resolution with a “✓”. If no voting instruction is given, your proxy will vote or abstain from voting as he sees fit in his absolute discretion in relation to each resolution and any other matter which is put before the General Meeting.
- 5 In the case of:
 - 5.1 an individual, this proxy form must be signed by the relevant member appointing the proxy or a duly appointed attorney on behalf of such member; and
 - 5.2 a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company.
- 6 To appoint a proxy using this form, the form must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to PXS 1, Link Group, Unit 10, Central Square, 29 Wellington Street, LEEDS, LS1 4DL; and
 - 6.3 received by 9.30 a.m. on 15 September 2022 (or, in the event of an adjournment, not later than 48 hours (excluding any day which is a non-working day) before the time appointed for the adjourned meeting).
- 7 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.
- 8 Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.
- 9 If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it at the registered office of the Company before the time appointed for the Meeting.
- 10 In the case of joint holders:
 - 10.1 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; and
 - 10.2 the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders.

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 As permitted by regulation 41 of the Uncertificated Securities Regulations 2001, only those persons whose names are entered on the register of members of the Company at 6.00 p.m. on 15 September 2022 (or, if the General Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting (excluding non-working days)) shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
- 12 Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual and should refer to notes 6 and 7 in the Notice of General Meeting.
- 13 As an alternative to completing and returning the printed proxy form, you may register a proxy appointment electronically by visiting www.signalshares.com. For security purposes you will need to log on with your personal details and Investor Code, which can be found on recent communications such as your dividend confirmation or your share certificate. Full instructions are given on their website.