



Signature of person attending

Bar Code:

IVC Code:

For use at the Court Meeting to be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD on 4 August 2023 at 10.00 a.m.

FORM OF PROXY – NETWORK INTERNATIONAL HOLDINGS PLC – COURT MEETING

For use at the Court Meeting of Network International Holdings Plc (the “Company”) to be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD on 4 August 2023 at 10.00 a.m. (the “Court Meeting”)

Bar Code:

IVC Code:

Please read the Notice of Court Meeting in Part XIV of the scheme document of the Company dated 12 July 2023 (the “Scheme Document”) and the notes overleaf before completing this proxy form.

Event Code:

By an order dated 10 July 2023 made in the matter of the Company, the Court has granted permission for a meeting of the Scheme Shareholders (as defined in 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 26 of the Companies Act 2006 (as amended) (the “Scheme”) between the Company and the Scheme Shareholders and that such meeting shall be held at 10.00 a.m. on 4 August 2023.

I/We, the undersigned, being a registered member/members of the Company entitled to vote at the Court Meeting, hereby appoint the **Chair of the Court Meeting** or

Please leave this box blank if you have selected the Chair.

Number of shares in respect of appointment (see note vii).

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Court Meeting and at any adjournment thereof in relation to the resolution specified in the notice of Court Meeting (the “Resolution”) and any other business (including adjournments and amendments to the Resolution) which may properly come before the Court Meeting or any adjournment thereof.

Please put an “X” here if this proxy appointment is one of multiple proxy appointments being made (see note vii):

Please sign **ONE** of the boxes below in black pen.

IMPORTANT: If you wish to vote FOR the Scheme, sign your name in the box marked “FOR the Scheme”, or if you wish to vote AGAINST the Scheme, sign your name in the box marked “AGAINST the Scheme”. If you sign in both boxes, or if you do not sign in either, then this proxy form will be invalid.

I/We direct my/our proxy to vote in relation to all my/our (number of) shares as follows in respect of the Resolution:

FOR THE SCHEME:

AGAINST THE SCHEME:

DATED

Notes to the Form of Proxy

- i. Terms defined in the Scheme Document shall apply equally in this form unless the context otherwise requires. Full details of the Resolution are set out, together with explanatory notes, in the notice of Court Meeting contained in Part XIV of the Scheme Document. Before completing this form, please also read the section entitled "Action to be Taken" set out on pages 14-19 and in paragraph 21 of Part II (Explanatory Statement) of the Scheme Document.
- ii. Any changes to the arrangements for the Court Meeting will be communicated to shareholders before the meeting through its website <https://investors.networkinternational.ae/investors> and, where appropriate, through a Regulatory Information Service.
- iii. If you wish to appoint any person(s) (who need not be a shareholder of the Company) as your proxy other than by electronic means, please detach the attached proxy form, fill it in and send it, along with any power of attorney or authority under which it is executed (or duly certified copy thereof), by post or, during normal business hours only, by hand, to the Company's registrars, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL, so as to be received as soon as possible and ideally not later than 10.00 a.m. on 2 August 2023, (or if the Court Meeting is adjourned, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned Court Meeting).
- iv. As an alternative to completing and returning this proxy form, proxies may be appointed electronically by visiting www.signalshares.com and following the instructions therein. Full instructions are given on the website. For an electronic proxy appointment to be valid, the appointment must be received by Link Group not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof.
- v. If you hold Scheme Shares in uncertificated form through CREST and wish to appoint a proxy or proxies for the Court Meeting (or any adjournment thereof) using the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual. The CREST message must be received by the Company's registrars, Link Group, (participant ID RA10) not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's registrars, Link Group, is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- vi. If the CREST proxy appointment or instruction is not received by 10.00 a.m. on 2 August 2023, (or if the Court Meeting is adjourned, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned Court Meeting), whether by lodging the proxy form, electronic appointment or the CREST electronic proxy appointment form, this form may be: (i) scanned and emailed to Link Group at the following email address: TOUK-ProxyQueries@linkgroup.co.uk; or (ii) presented in person to the Link Group representative who will be present at the Court Meeting, at any time prior to the commencement of the Court Meeting (or any adjournment thereof).
- vii. Any Scheme Shareholder is entitled to appoint a proxy in respect of some or all of their Scheme Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different Scheme Share or Scheme Shares held by that Scheme Shareholder. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrars, Link Group on 0371 664 0321 (calls to this number are charged at the standard national rate and will vary by provider) or on +44371 664 0321 from outside the UK (charged at the applicable international rate). The helpline is open between 9.00 a.m. and 5.30 p.m. (London time), Monday to Friday, excluding public holidays in England and Wales. Please indicate in the box next to the proxy holder's name the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate, by putting an "X" in the box provided, if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
- viii. To be valid, this form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, this form must be executed either in accordance with section 44 of the Companies Act 2006 or under the hand of an officer, attorney or other person duly authorised to sign it.
- ix. If this Form of Proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, the person will exercise their discretion as to how they will vote and whether or not they abstain from voting.
- x. If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of the date of its execution) will be valid.
- xi. In the case of joint holders, the signature of any one holder will be sufficient. The vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order of the names standing in the Statutory Register of Members.
- xii. In the case of a corporation, this Form of Proxy may be executed under its common seal or signed on its behalf by a duly authorised officer of the corporation or attorney duly authorised in writing. In the case of an individual, the Form of Proxy must be signed by the individual or his attorney.
- xiii. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company at 6.30 p.m. on 2 August 2023 shall be entitled to attend, participate and vote at the Court Meeting in respect of the number of shares registered in their respective names at that time. If the meeting is adjourned to a time not more than 48 hours after 6.30 p.m. on 2 August 2023, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- xiv. Alterations to the proxy form must be initialed by the person who signed it.
- xv. The completion and return of a Form of Proxy by post (or transmission of a proxy appointment or voting instruction electronically, online, through CREST or by any other procedure) will not prevent you from attending and voting at the General Meeting if you are entitled to and wish to do so. You must inform the registrars in writing of any termination of the authority of a proxy.
- xvi. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
- xvii. If you have any questions regarding the completion of the proxy form, please call the Company's registrars, Shareholder Helpline at Link Group on 0371 664 0321 (or +44 371 664 0321 from overseas). Calls to this number are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Please return using the PXS 1 reply paid envelope enclosed