

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at <https://northcoders.com/>

NOTES TO THE FORM OF PROXY

1. If you wish to appoint some other person as your proxy please insert his/her name, initial and strike out the words 'the Chairman of the Meeting'. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the Chairman of the meeting to act as your proxy.
2. Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching 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 contact the Registrars of the Company as detailed in note 4 below.
3. This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
4. To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not later than 11:00 a.m. on 30 May 2023 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
5. 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. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited (CREST ID: 7RA11) by 11:00 a.m. (UK time) on 30 May 2023. See the notes to the Notice of Meeting for further information on proxy appointments through CREST.
6. As an alternative to completing this hard copy Form of Proxy you can appoint a proxy or proxies electronically by registering the proxy with Neville Registrars Limited at www.sharegateway.co.uk using your personal proxy registration code (Activity Code) shown below. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars Limited no later than 11:00 a.m. on 30 May 2023 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
7. Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
8. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.



Northcoders Group Plc

Form of Proxy

(Incorporated in England and Wales under the Companies Act 2006 with registered number 13378742)

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 1 June 2023 at Manchester Technology Centre, 103 Oxford Road, Manchester, M1 7ED at 11:00 a.m. and at any adjournment thereof.

Resolutions

(*Special Resolution)

- | | For | Against | Withheld | | For | Against | Withheld |
|---|--------------------------|--------------------------|--------------------------|--|-------------------------------------|-------------------------------------|-------------------------------------|
| 1. To receive and adopt the Company's audited accounts together with the reports of the directors of the Company and auditors for the period ended 31 December 2022 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. To re-appoint HaysMacintyre LLP as auditors of the Company | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. To approve the Directors' remuneration report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9. To authorise the audit and risk committee of the board of Directors to determine the remuneration of the Auditors | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3. To re-appoint Amul Batra as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10. To authorise the Directors to allot shares in the Company | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. To re-appoint Christopher Hill as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11.* To disapply statutory pre-emption rights | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. To re-appoint Nicholas Parker as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 6. To re-appoint Charlotte Prior as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 7. To re-appoint Angela Williams as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

Your Personal Proxy Registration Code is: ABCD-123-EFG

Mark this box with an "X" if you are appointing more than one proxy:



If you are planning to attend the Annual General Meeting, please tick the following box:



Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Signed:

Date:

