

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
COMPANIES COURT (Ch)

Claim No. CR-2022-001827

IN THE MATTER OF SEEDRS LIMITED

- and -

IN THE MATTER OF THE COMPANIES ACT 2006

Form of Proxy

Seedrs Limited (Company)

Court Meeting of the Class B Shareholders of Seedrs Limited to be convened at 10:00 a.m. on 27 July 2022.

I/We(full name(s)*)
of(address*)

Unique Shareholder ID Number**

Seedrs' Class B Shareholders will be able to attend the Court Meeting of the Class B Shareholders in person or by use of the video conference facility detailed in the Scheme Document.

As an alternative to completing this form you may appoint a proxy through the online voting mechanism available at <https://www.seedrs.com/republic>, following the instructions there. Before completing this form, please read the explanatory notes below:

I/We being a member/members of the above-named Company, hereby appoint the Chairman of the Court Meeting or*** as my/our proxy to exercise all or any of my/our rights to attend and vote in my/our name(s) and on my/our behalf at the Court Meeting of the Class B Shareholders of the Company, to be held on 27 July 2022 at 10:00 a.m. or at any adjournment thereof. I/We have indicated how I/we wish my/our proxy to vote on the following resolution by marking the appropriate box. I/We further authorise my/our proxy to vote on any other resolutions that may properly be put to the meeting as my/our proxy thinks fair. If no indication is given, the proxy will vote or abstain at his/her discretion.

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

Number of shares proxy appointed over (See Note 6 below).

RESOLUTION	For****	Against****
Scheme of Arrangement		

Signature:	Date:
------------	-------

This Form of Proxy must be signed and dated, and it must be submitted by email to republic@seedrs.com (see Note 13 below).

Notes:

1. * Please complete this Form of Proxy in block capitals with your full name and address.
2. ** Your Unique Shareholder ID Number has been provided to you by email. If you cannot find your Unique Shareholder ID Number, please email republic@seedrs.com and it will be sent to you again.
3. Full details of the resolution to be proposed at the Court Meetings, with explanatory notes, are set out in the Scheme Document sent to shareholders on 30 June 2022. Before completing this Form of Proxy, please also read the “Action to be Taken” section set out in the Scheme Document. Terms defined in the Scheme Document shall apply to this Form of Proxy unless the context otherwise requires.
4. Only Seedrs Class B Shareholders, or their duly appointed representatives, are entitled to attend, in person or via video conference facility, and vote at the Court Meeting of the Class B Shareholders (Seedrs Beneficial Owners in the same class as a Class B Shareholder may also attend the Court Meeting of the Class B Shareholders, in person or via the video conference facility, but as explained further in Note 14, they may not vote at the Court Meeting of the Class B Shareholders). A member entitled to vote may appoint one or more proxies, who need not be members, to exercise all or any of his/her rights to attend and vote on his/her behalf. Proxies may only be appointed electronically through the online voting mechanism available at <https://www.seedrs.com/republic>, following the instructions there, or using the procedures set out in this Form of Proxy.
5. The Form of Proxy gives your proxy(ies) full rights to attend and vote. If you appoint a proxy other than the Chairman of the Court Meeting, you must ensure they attend, in person or via the video conference facility, in order for them to represent you at the Court Meeting of the Class B Shareholders. Any Class B Shareholder wishing to attend the Court Meeting via the video conference facility (or to enable their proxy to do so) may register to do so by following the instructions at <http://www.seedrs.com/republic> before 11:00am on 25 July 2022. Class B Shareholders (or their proxy, as applicable) are not required to register to attend the Court Meeting in person but are encouraged to do so to facilitate planning and the smooth running of the Court Meeting.
6. *** If you wish to appoint a proxy other than the Chairman of the Court Meeting, please insert their name in the space provided and delete “the Chairman of the Court Meeting”. To appoint more than one proxy, you should copy this Form of Proxy and indicate in the box the number of shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies, please also mark the box where indicated. If you do not mark the box indicating that you have appointed multiple proxies, then you will be deemed to have appointed the nominated proxy over all your shares. If you appoint multiple proxies (and mark the box accordingly) but do not specify on one proxy form the number of shares over which the relevant proxy may vote, then that proxy form will cover the difference between your total holding of shares and the number of shares indicated on any other proxy form. If you have appointed multiple proxies but do not specify on two or more proxy forms the number of shares over which each proxy may vote, then your holding of shares (other than any shares covered by a proxy form where you did indicate the number of shares over which the proxy may vote) will be divided evenly across the number of proxies appointed by such proxy forms.
7. **** Please indicate, by inserting a cross in the appropriate box, how you wish your votes to be cast. If you sign this Form of Proxy and return it without any specific directions, your proxy will vote or abstain at his/her discretion.
8. To be entitled to vote at the Court Meeting of the Class B Shareholders (and for the purpose of determining the number of votes you may cast) (or any adjourned meeting), you must be entered on the Company’s Register of Members at 09:00am on 25 July 2022. If the Court Meeting of the Class B Shareholders is adjourned, the voting record time for the adjourned meeting will be 09:00am on the day falling two days before the date of the adjourned meeting.
9. If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a

- corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
10. Any alterations to this Form of Proxy should be initialled.
 11. Completion and return of this Form of Proxy will not prevent you from attending, in person or via the video conference facility, and voting at the Court Meeting of the Class B Shareholders, or any adjournment thereof, should you wish to do so.
 12. In the case of joint holders the names of all joint holders should be given but only one need sign the Form of Proxy, and the vote of the senior joint holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
 13. To be valid, the Form of Proxy should be submitted by email to republic@seedrs.com no later than 11:00 a.m. on 25 July 2022 or, if the Court Meeting of the Class B Shareholders is adjourned, not later than 48 hours prior to the time appointed for the Court Meeting of the Class B Shareholders (excluding any part of such 48 hour period falling on a weekend or a public holiday in the UK unless otherwise announced), provided that Class B Shareholders who have not cast or amended their proxy voting instructions by this time may still submit proxy appointments up to and at the Court Meeting by email to republic@seedrs.com any time prior to the commencement of the Court Meeting or any adjournment thereof and may hand them to the Chairman of the Court Meeting during the meeting if in physical attendance.
 14. Those persons who hold a beneficial interest in the Company's shares who have been classed as a Class B Shareholder, the legal title to which is held by Seedrs Nominees Limited (**Seedrs Nominees**) as nominated custodian of the Company (**Seedrs Beneficial Owners**) may not submit this Form of Proxy or vote at the Court Meeting of the Class B Shareholders, but they may give instructions as to how the shares held by Seedrs Nominees on behalf of that Seedrs Beneficial Owner shall be voted at the Court Meeting of the Class B Shareholders. Further information on the action to be taken by Seedrs Beneficial Owners can be found in the Specific Instructions for Seedrs Beneficial Owners sent to Seedrs Beneficial Owners on 30 June 2022. Voting instructions by Seedrs Beneficial Owners may only be given electronically through the online voting mechanism available at <https://www.seedrs.com/republic>, following the instructions there.
 15. Where a Seedrs Shareholder who is also a Seedrs Beneficial Owner submits a proxy appointment in respect of the Seedrs Shares registered in their name but does not submit any voting instructions in respect of the Seedrs Shares of which they are a Seedrs Beneficial Owner, they will be treated as having given voting instructions in respect of the Seedrs Shares of which they are a Seedrs Beneficial Owner in accordance with the instructions given to their appointed proxy.
 16. You may not use any electronic address provided either in this Form of Proxy or in any related documents to communicate with the Company for any purposes other than those expressly stated.