

Company number: 06848016

**Form of Proxy
Seedrs Limited (Company)**

General Meeting of Seedrs Limited to be convened at 11:00 a.m. on 27 July 2022

I/We (full name(s)*)

of (address*)

Unique Shareholder ID Number **

Seedrs Shareholders will be able to attend the General Meeting 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 General 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 General Meeting of the Company, to be held on 27 July 2022 at 11:00 a.m. or any adjournment thereof. I/We have indicated how I/we wish 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).

SPECIAL RESOLUTION	For****	Against****
<p>That for the purpose of giving effect to the scheme of arrangement, as set out in the Scheme Document dated 30 June 2022, between the Company and the holders of Scheme Shares (as defined in the Scheme), in its original form or subject to such modification, addition or condition as may be agreed between the Company and OpenDeal Inc (OpenDeal) and approved or imposed by the Court (the Scheme):</p> <ol style="list-style-type: none">the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme to full effect;the articles of association of the Company be amended with effect from the passing of this resolution as set out in the notice of General Meeting;with effect from the Effective Date, but provided that this resolution shall be of no effect if the Scheme shall not have become effective by the date referred to in clause 11.2 of the Scheme (or such later date, if any, as OpenDeal and the		

<p>Company may agree and the Court may allow), the articles of association of the Company in the form produced to the General Meeting and for the purposes of identification signed by the Chairman of the General Meeting be adopted as the new articles of association of the Company in substitution for the existing articles of association; and</p> <p>4. the proposed amendments to the terms of the relevant Seedrs Share Plans set out in the notice of General Meeting be approved, subject to such alterations or amendments as the directors may consider necessary or appropriate.</p>		
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Signature:	Date:
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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 General Meeting, 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 in this Form of Proxy unless the context otherwise requires.
4. Only Seedrs Shareholders, or their duly appointed representatives, are entitled to attend (in person or via video conference facility) and vote at the General Meeting (Seedrs Beneficial Owners may attend the General Meeting, in person or via the video conference facility, but as explained further in Note 14, they may not vote at the General Meeting). 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 General Meeting you must ensure they attend in person or via the video conference facility in order for them to represent you at the General Meeting. Any Seedrs Shareholder wishing to attend the General 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. Seedrs Shareholders (or their proxy, as applicable) are not required to register to attend the General Meeting in person but are encouraged to do so to facilitate planning and the smooth running of the General Meeting.
6. *** If you wish to appoint a proxy other than the Chairman of the General Meeting please insert their name in the space provided and delete 'the Chairman of the General 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 General Meeting (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 on the date of the General Meeting. If the General Meeting is adjourned, to be entitled to vote at the adjourned meeting, you must be entered on the Company's Register of Members on 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 General Meeting, 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 General Meeting is adjourned, not later than 48 hours prior to the time appointed for the General Meeting (excluding any part of such 48 hour period falling on a weekend or a public holiday in the UK unless otherwise announced).
 14. Those persons who hold a beneficial interest in the Company's shares, 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 General Meeting, 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 General Meeting. 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.