

Form of proxy

For use at the Annual General Meeting (the “**Meeting**”) of Walker Crips Group plc (the “**Company**”) to be held at the registered office of the Company, Old Change House, 128 Queen Victoria Street, London EC4V 4BJ on 27 September 2024 at 11.00 a.m. and at any adjournment thereof.

I/We (name(s) in full)..... (BLOCK LETTERS PLEASE)

Of (address)
 being (a) holder(s) of shares in the above-named Company HEREBY APPOINT (see Note 3):

(name(s) in full)..... (BLOCK LETTERS PLEASE)

Of (address).....

or failing him (or in the event that no person is named) the Chairman of the Meeting to act as my/our proxy and to vote for me/us on my/our behalf at the above-mentioned Meeting and any adjournment thereof, and I/we desire this proxy to be used as directed below or, failing any direction(s) as regards the Resolution(s), the proxy will abstain or vote at his discretion.

Enter the number of shares in relation to which your proxy is authorised to vote

or leave blank to authorise your proxy to act in relation to your full entitlement (see Note 4)

Please also mark this box if you are appointing more than one proxy (see Note 5)

The manner in which the proxy is to vote should be indicated by inserting ‘X’ in the box provided:

	For	Against	Vote withheld
1) To receive and adopt the Directors’ report and audited financial statements			
2) To approve the Directors’ remuneration report			
3) To approve the Directors’ remuneration policy			
4) To declare a final dividend of 0.25 pence per Ordinary Share			
5) To re-elect Martin James Wright as a Director			
6) To re-elect Sean Kin Wai Lam as a Director			
7) To re-elect Sanath Sanjeeewa Dandeniya as a Director			
8) To re-elect David Gelber as a Director			
9) To re-elect Hua Min Lim as a Director			
10) To re-appoint PKF Littlejohn LLP as auditor			
11) To authorise the Directors to set the remuneration of the auditor			
12) To authorise the Directors to allot shares			
13) To disapply pre-emption rights ¹			
14) To authorise the Company to make market purchases of its own shares ¹			
15) To authorise the Company to call a general meeting of shareholders on not less than fourteen clear days’ notice ¹			

¹ Special resolution.

Signed: Dated:.....

(for a company see Note 9 to this form of proxy)

Notes:

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting in person.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space above. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. If the proxy is being appointed in relation to less than your full voting entitlement, please indicate the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
5. You may appoint more than one proxy provided each proxy is appointed to exercise 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 you may photocopy your Form of proxy or contact Neville Registrars Limited on 0121 585 1131 to obtain an extra Form of proxy. Please indicate the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you).
6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
7. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD;
 - or sent via email to info@nevilleregistrars.co.uk; and
 - received by Neville Registrars Limited no later than 11.00 a.m. on 25 September 2024.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. 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.
10. 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. on 25 September 2024. See the notes to the notice of meeting for further information on proxy appointment through CREST.
11. In the case of joint holders, 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. 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).
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.
14. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.