

FORM OF PROXY – ERGOMED PLC – COURT MEETING

Incorporated and registered in England and Wales with Registered No. 4081094

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
COMPANIES COURT (ChD)
IN THE MATTER OF ERGOMED PLC AND IN THE MATTER OF THE COMPANIES ACT 2006

Claim No: CR-2023-004909

User Name	Access Code

You can register your vote(s) online for the Court Meeting at www.shareregistrars.uk.com

Click on the “Proxy Vote” button and then follow the on-screen instructions

Please note that you must submit your vote by 11.00 a.m. on 11 October 2023

Before completing this Form of Proxy, please read carefully the Notice of the Court Meeting set out in the Part Twelve of the scheme document of Ergomed plc (“Ergomed” or the “Company”) dated 22 September 2023 (the “Scheme Document”) which has been sent or made available to Ergomed Shareholders and the explanatory Notes set out overleaf. By an order dated 22 September 2023 made pursuant to section 896 of the Companies Act 2006 in the matter of Ergomed plc and in the matter of the Companies Act 2006, the Court has given 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 proposed to be made pursuant to Part 26 of the Companies Act 2006 (as amended) (the “Scheme”) between the Company and the Scheme Shareholders and that such court meeting shall be held at the offices of Consilium Strategic Communications, at 85 Gresham Street, London, EC2V 7NQ at 11.00 a.m. (London time) on 13 October 2023 (the “Court Meeting”).

FORM OF PROXY

For use at the Court Meeting to be held at the offices of Consilium Strategic Communications, at 85 Gresham Street, London, EC2V 7NQ on 13 October 2023 at 11.00 a.m.

I/We being a member of Ergomed Plc (the ‘Company’) and entitled to vote at the Court Meeting, hereby appoint the Chairman of the meeting or

as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the Court Meeting of the Company to be held at the offices of Consilium Strategic Communications, at 85 Gresham Street, London, EC2V 7NQ on 13 October 2023 at 11.00 a.m. and at any adjournment thereof.

Please sign ONE of the boxes below.

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

FOR the Scheme
Signature

AGAINST the Scheme
Signature

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your entire holding

Please also tick this box if you are appointing more than one proxy

Please return this form to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX to arrive no later than 11.00 a.m. on 11 October 2023.

**Please sign and return this Form of Proxy whether or not you plan to attend the Court Meeting.
There is no need to return this form if you have voted online.**

Notes

1. Terms defined in the Scheme Document made available to Ergomed Shareholders dated 22 September 2023 shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting are set out, together with explanatory notes, in the notice of Court Meeting contained in Part Thirteen of the Scheme Document. Before completing this Form of Proxy, please also read the sections entitled "Entitlement to vote at the Meetings" and "Action to be Taken" set out on pages 22 and 30 respectively of the Scheme Document.
2. The Court has appointed Miroslav Reljanović or, failing him, John Dawson, or failing him, any other Ergomed Director to act as chair of the Court Meeting (the "Chair") and has directed the Chair to report the result thereof to the Court.
3. Every Scheme Shareholder has the right to appoint some other person(s) of their choice, who need not be an Ergomed Shareholder, as his or her proxy to exercise all or any of his or her rights to attend, speak and, on a poll, to vote on their behalf at the Court Meeting. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out below. Scheme Shareholders are also strongly encouraged to appoint the Chair as their proxy.
4. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box under your voting instruction 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 Scheme Shareholder, the full voting entitlement for that designated account). Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business other than the resolution to approve the Scheme (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
5. Entitlement to attend and vote (or by proxy) at the Court Meeting or any adjournment thereof and the number of votes which may be cast at the Court Meeting will be determined by reference to the register of members of the Company at 11.00 a.m. (London time) on 11 October 2023 or, if the Court Meeting is adjourned, 11.00 a.m. (London time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote (or by proxy) at the Court Meeting.
6. To be valid, this Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) should be completed in accordance with the instructions set out in the Scheme Document and herein and returned to the Company's Registrar, Share Registrars Limited, by post to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, so as to be received as soon as possible and in any event not later than 11.00 a.m. on 11 October 2023 (or, in the case of an adjournment of the Court Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-business day) before the time appointed for the adjourned meeting).
7. A Scheme Shareholder can appoint more than one proxy in relation to the Court Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him or her. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting Share Registrars Limited's helpline using the details set out in Explanatory Note 21 below or you may photocopy this Form of Proxy. Please indicate in the box under your voting instruction the number of Scheme Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. 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. If the Scheme 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.
8. Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which form of proxy was received last, none of the forms shall be treated as valid.
9. Where the aggregate number of shares in respect of which proxies are appointed exceeds a Scheme Shareholder's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares). If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) a Scheme Shareholder's entire holding, none of them shall be treated as valid.
10. Scheme Shareholders who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (which can be viewed at www.euroclear.com).
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Share Registrars Limited (ID: 7RA36) not later than 11.00 a.m. (London time) on 11 October 2023 or, in the case of an adjournment of the Court Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-business day) before the time appointed for the adjourned meeting. 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 Applications Host) from which Share Registrars Limited are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
13. As an alternative to completing and returning this Form of Proxy, proxies may be appointed electronically by logging on to the following website: www.shareregistrars.uk.com, clicking on "Proxy Vote" and following the instructions therein. For an electronic proxy appointment to be valid, the appointment must be received by Share Registrars Limited not later than 11.00 a.m. (London time) on 11 October 2023 or, in the case of an adjournment of the Court Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-business day) before the time appointed for the adjourned meeting. Full details of the procedure to be followed to appoint a proxy electronically are given on the website.
14. The above is how your address appears on the register of members of the Company. If this information is incorrect please contact Share Registrars Limited using the details set out in Explanatory Note 21 below to request a change of address form.
15. Any alterations made to this Form of Proxy should be initialed.
16. The completion and return of this form (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending, speaking and voting at the Court Meeting if you are entitled to and wish to do so.
17. In the case of joint holders of Scheme Shares, only the vote of the senior who tenders a vote, whether remotely or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
18. As an alternative to appointing a proxy, any holder of Scheme Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
19. You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
20. Neither the death nor the incapacitation of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, incapacitation, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the Court Meeting or adjournment thereof.
21. If you have any questions about the Scheme Document or the Court Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically, please call Share Registrars Limited, between 09.00 a.m. and 5.00 p.m. Monday to Friday (except public holidays in England and Wales) on +44 (0) 1252 821390. Calls from outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Share Registrars Limited cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.