

RIVER AND MERCANTILE

# River and Mercantile Group PLC

## General Meeting Yellow Form of Proxy

**FOR USE AT THE GENERAL MEETING TO BE HELD AT 11.15 A.M. ON 1 APRIL 2022 (OR AS SOON THEREAFTER AS THE COURT MEETING (AS DEFINED IN THE SCHEME DOCUMENT, AS DEFINED BELOW) HAS BEEN CONCLUDED OR ADJOURNED)**

Form of Proxy for use at the General Meeting (the "**GM**" or "**Meeting**") of River and Mercantile Group PLC (the "**Company**" or "**RMG**") to be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD.

Please read the Notice of General Meeting in Part Nine of the scheme document of the Company dated 8 March 2022 (the "**Scheme Document**") and the notes below before completing this proxy form.

I/We being a member/members of the Company entitled to receive notice, attend and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting or the following person as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the GM and at any adjournment thereof in relation to the resolution specified in the notice of GM (the "**Special Resolution**") and any other business (including adjournments and amendments to the Special Resolution) which may properly come before the Meeting or any adjournment thereof.

Please leave this box blank if you have selected the Chair	
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Please put an " <b>X</b> " here if this proxy appointment is one of multiple proxy appointments being made (see note 3)	
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I/We direct my/our proxy to vote in relation to all my/our (number of) shares as follows in respect of the Special Resolution:

Special Resolution	For	Against	Vote Withheld
For the purposes of the Scheme (as defined in the Scheme Document): (1) to authorise the directors of the Company (or a duly authorised committee of the directors of the Company) to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and (2) amending the articles of association of the Company.			

Signature..... Dated.....

Name (please print).....

Address (please print).....

## Notes to the Form of Proxy

- i. Terms defined in the Scheme Document shall apply equally in this form unless the context otherwise requires. Full details of the Special Resolution are set out, together with explanatory notes, in the notice of General Meeting contained in Part Nine of the Scheme Document. Before completing this form, please also read the section entitled "Action to be Taken" set out on pages 9 – 10 and in paragraph 18 of Part Two (Explanatory Statement) of the Scheme Document.
- ii. In light of the measures implemented by the UK Government to address the ongoing COVID-19 pandemic, it is currently anticipated that attendance in person at the Meeting will be lawful. The situation is constantly evolving, and the UK Government may change current guidance or implement new restrictions relating to the holding of meetings during the affected period. The Company's board continues to closely monitor the situation and any changes to the arrangements for the General Meeting will be communicated to shareholders before the meeting through its website [www.riverandmercantile/investor-relations/](http://www.riverandmercantile/investor-relations/) and, where appropriate, through a Regulatory Information Service.
- iii. Any member of the Company is entitled to appoint a proxy in respect of some or all of their RMG Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrars, Equiniti Limited on 0371 384 2050 (calls to this number are charged at the standard geographic rate and will vary by provider) or on +44371 384 2050 from outside the UK (charged at the applicable international rate). The helpline is open between 8.30 a.m. and 5.30 p.m. (London time), Monday to Friday, excluding public holidays in England and Wales. Please indicate in the box next to the proxy holder's name the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
- iv. If this Form of Proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, the person will exercise their discretion as to how they will vote and whether or not they abstain from voting.
- v. If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.
- vi. To be valid, this Form of Proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be sent to the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to arrive not later than 11.15 a.m. on 30 March 2022 (or two days (excluding any part of a day that is not a business day) before the time appointed for any adjourned Meeting at which it is to be used).
- vii. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated. The vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order of the names standing in the Statutory Register of Members.
- viii. In the case of a corporation, this Form of Proxy may be executed under its common seal or signed on its behalf by a duly authorised officer of the corporation or attorney duly authorised in writing. In the case of an individual, the Form of Proxy must be signed by the individual or his attorney.
- ix. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company at 6.30 p.m. on 30 March 2022 shall be entitled to attend, participate and vote at the General Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members of the Company after 6.30 p.m. on 30 March 2022 (or if the General Meeting is adjourned (excluding any part of a day that is not a business day) after 6.30 p.m. on the date which is two days (excluding any part of a day that is not a business day) before the date fixed for the adjourned General Meeting), shall be disregarded in determining the rights of any person to remotely attend and vote at the General Meeting.
- x. Alterations to the proxy form must be initialed by the person who signed it.
- xi. The completion and return of a Form of Proxy will not affect the right of a shareholder to attend and vote at the Meeting (in substitution for the proxy vote submitted).
- xii. If you indicate that you want your vote withheld, your proxy may abstain from voting and therefore there is no vote at law to be counted in the calculation of the proportion of votes for and against the resolution.
- xiii. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
- xiv. If you have any questions regarding the completion of the proxy form, please call the Company's registrars, Equiniti Limited, between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0371 384 2050 (calls to this number are charged at the standard geographic rate and will vary by provider) or on +44 (0) 371 384 2050 from outside the UK (charged at the applicable international rate). Please note that Equiniti cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.