

Form of Proxy for use at the
Annual General Meeting on 11 March 2024

Please read the explanatory notes overleaf before completing this form.
You may submit your votes electronically using the below numbers at www.sharevote.co.uk

+	Voting ID	Task ID	Shareholder Reference	+

I/we the undersigned being a member/members of the Company hereby appoint the Chairman of the meeting or (see Note 1)	Number of shares (see Notes 3 and 4)

as my/our proxy to attend, vote and speak for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 11 March 2024 at 11am at Middlesbrough FC Riverside Stadium, Middlehaven Way, Middlesbrough TS3 6RS, and at any adjournment thereof.

☐ Please indicate here with an X if this Form of Proxy is one of multiple instructions being given (see Note 3).

I/we direct my/our proxy to vote on the resolutions set out in the notice convening the Annual General Meeting as follows (see Note 2):

Ordinary Resolutions:	Withheld (See note 5)		
	For	Against	
1. To receive and adopt the financial statements for the year ended 30 September 2023 together with the Directors' report and the auditor's report thereon.	☐	☐	☐
2. To approve the directors' remuneration report for the year to 30 September 2023	☐	☐	☐
3. To re-appoint as a director Mr A D Meehan.	☐	☐	☐
4. To re-appoint as a director Mr P E Kenyon.	☐	☐	☐
5. To re-appoint as a director Mr M A Clyburn.	☐	☐	☐
6. To re-appoint as a director Mr S E Herrick.	☐	☐	☐
7. To re-appoint as a director Ms K Ingham.	☐	☐	☐
8. To declare a final dividend of 7.1 pence per share.	☐	☐	☐
9. To re-appoint Grant Thornton UK LLP as auditors.	☐	☐	☐
10. To authorise the directors to fix the remuneration of the auditors.	☐	☐	☐
11. To authorise the directors to allot equity securities.	☐	☐	☐
Special Resolution:			
12. To disapply the statutory pre-emption rights over equity shares issued for cash subject to certain limitations and restrictions.	☐	☐	☐

Signature	Date

To be valid, the Form of Proxy and any additional Forms of Proxy must be lodged with Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA by 11am on 7 March 2024.

RAMSDENS

Signature

Date

If you wish to attend the meeting, please sign this admission card and hand it in at the registration desk on the day.

Shareholder Reference Number

RAMSDENS

Notes:

- 1. If you wish to appoint a proxy other than the Chairman please add his or her name in the blank space provided, delete the words “the chairman of the meeting or” and initial the alteration. A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 2. To direct your proxy how to vote on the resolutions, please mark the appropriate box with an X. Except as otherwise indicated your proxy may vote or abstain from voting as he/she sees fit.

- 3. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint any more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should photocopy the Form of Proxy. On each Form of Proxy, please indicate in the box next to the proxy holder’s name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box if the proxy instruction is one of multiple instructions being given. The total number of shares entered on all the Forms of Proxy which you submit must not exceed the number of shares you hold in the Company. All forms must be signed and should be returned together in the same envelope.

You are advised to read the terms and conditions of use carefully. A stamp is not required if posted in the UK or the Channel Islands. To be valid, all Forms of Proxy and additional Forms of Proxy must be signed and should be returned to Equiniti, Aspect House, Spencer Road, LANCING, BN99 6DA so as to be received no later than 11am on 7 March 2024.

- 4. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire share holding in the Company.
- 5. The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of votes For or Against a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his discretion.
- 6. A Form of Proxy for a body corporate must be either signed by a duly authorised officer or attorney of such body or executed under its common seal.
- 7. Only one of the joint holders need sign. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holders.
- 8. 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 www.euroclear.com. 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 Equiniti ID RA19 no later than 11am on 7 March 2024. Please see the notes to the notice of meeting for further information on proxy appointments through the CREST facility.
- 9. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11am on 7 March 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to agree to Proxymity’s associated terms and conditions. It is important you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
- 10. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.
- 11. Completion of this Form of Proxy will not preclude you from attending and voting in person at the meeting should you so wish.