

Red Capital Plc
Registered company no 134737
(the Company)
Proxy form

I/We¹

of

being a member/members of the Company and the holder/holders of

.....(number and class of shares)²

appoint as my/our proxy³

.....

or in his/her absence⁴

.....

at the annual general meeting of the Company to be held at 28 Esplanade, St. Helier, Channel Islands, Jersey JE2 3QA on 18 June 2025 at 11.45 a.m. and at any adjournment of that meeting (the **AGM**). I/we desire my/our vote(s) to be cast as shown below on the resolutions set out in the notice convening the AGM.

Please indicate with a tick mark in the spaces opposite to each resolution how you wish the proxy to vote on your behalf. In the absence of any indication as to how you wish the proxy to vote on your behalf, the proxy may vote for or against the resolutions or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting pursuant to the other items of business referred to in the notice convening the meeting. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the notice convening the AGM.

1 Full name(s) and address(es) (as appearing in the Company's register of members) to be inserted in BLOCK LETTERS. In the case of joint holdings, the names of all holders (as appearing in the Company's register of members) must be inserted.

2 If more than one proxy is appointed to attend this meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the shareholder. If multiple proxies are to be appointed, please insert the number of your shares in respect of which a proxy is to be appointed and complete multiple forms as necessary duplicates of which can be obtained from the Registrar.

3 Insert name and address of the desired proxy in the spaces provided. If you wish to appoint the chairperson, write "The chairperson" without inserting an address.

4 If desired, insert name and address of an alternate proxy, should the initial appointee be unable to attend the meeting.

5 You may instruct your proxy not to vote on a particular resolution by choosing the 'Vote Withheld' option. A 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution but will be counted to establish if a quorum is present.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

☐

RESOLUTIONS	For	Against	Vote Withheld
1 To receive and approve the Company's Annual Report and Accounts for the year ended 31 December 2024 (together with the reports of the Directors and the auditor).			
2 To re-elect David Jeffreys Williams as a director of the Company.			
3 To re-elect Simon Linley Webster as a director of the Company.			
4 To re-appoint MHA as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.			
5 To authorise the Directors to determine the remuneration of the Company's auditors.			
6 To authorise the Company to purchase its own Shares.			
7 To approve the authority to allot Shares.			
8 To approve the disapplication of pre-emption rights.			

Dated:

For individuals:

.....
Signature of shareholder

.....
Signature of joint-shareholder, if any

For companies:

Signed for and on behalf of

Name of company:

.....
Signature

.....
Print name

.....
Title

Proxy instructions

What happens if you do not follow these instructions?

- 1 If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.

Eligible members

- 2 If you are a member entitled to attend and vote at this meeting of the Company, you may appoint one or more proxies of your choice to vote on your behalf.
- 3 A proxy need not be a member of the Company.

If you complete a proxy form, can you still attend and vote at the meeting?

- 4 Completion of a proxy form does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.

Multiple proxies

- 5 If you are a member entitled to cast two or more votes at the meeting, you may appoint two or more proxies and may specify the proportion of votes each proxy is appointed to exercise. If no proportion or number is specified, only the first form received by the Company will be accepted or, if all forms are received at the same time, the chairperson of the meeting may decide at his sole discretion which form to accept.

Joint shareholders

- 6 In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

How to appoint a proxy

- 7 If you are an eligible member and a natural person, the appointment of your proxy must be in writing and signed by you or your authorised attorney.
- 8 If you are an eligible member and a corporation, the appointment of your proxy must be in writing and executed in any of the following ways: (i) under the corporation's common seal; (ii) not under the corporation's common seal but otherwise in accordance with its articles of association or constitution; or (iii) under the hand of the corporation's authorised attorney.
- 9 As an alternative to completing this hard-copy Proxy form, shareholders can also vote via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/>.
- 10 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, MUFG Corporate Markets (CREST Participant ID: RA10), no later than 11.45 a.m. on 16 June 2025 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Delivery of proxy form to Company

- 11 For an appointment of a proxy to be effective, the following documents must be received by MUFG Corporate Markets no later than 11.45 a.m. on 16 June 2025 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting) at which the proxy proposes to vote:
 - (a) the proxy form;
 - (b) if the proxy form is executed by a corporation otherwise than under its common seal - an extract of its articles of association or constitution that evidences that it may be duly executed in that way; and
 - (c) if the proxy form is signed by your attorney - the authority under which it was signed or a certified copy of the authority.
- 12 Those documents may be sent or delivered to MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or delivered by hand to MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
- 13 If a poll is to take place **within** 48 hours after it has been demanded then, in addition to the ways specified in the preceding paragraph, the documents may be delivered to the chairperson or to the Company secretary or to any director at the meeting at which the poll was demanded.
- 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.