

Form of Proxy – Court Meeting

In the High Court of Justice

CR-2025-007475

Business and Property Courts of England and Wales Companies Court (ChD)



Attendance Card

TT Electronics plc (the “**Company**”) Court Meeting to be held on 17 December 2025 at 4.30 p.m. (London time) at the offices of Allen Overy Shearman Sterling LLP, One Bishops Square, London E1 6AD.

Please read the Notice of Court Meeting in Part XIV of the scheme document of the Company dated 25 November 2025 (the “**Scheme Document**”) and the notes overleaf before completing this form.

By an order dated 24 November 2025 made in the matter of the Company, 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 (the “**Scheme**”) between the Company and the Scheme Shareholders and that such meeting shall be held at the offices of Allen Overy Shearman Sterling LLP, One Bishops Square, London, E1 6AD on 17 December 2025 at 4.30 p.m. (London time) (the “**Court Meeting**”).

Shareholder Reference Number

You may register your proxy electronically at www.shareview.co.uk by creating an online portfolio using your Shareholder Reference Number above.

If you wish to attend the Court Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk. You are encouraged to complete and return the Form of Proxy that accompanies this Attendance Card even if you wish to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you are unable to attend the Court Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf.

Please read the notes on the reverse of the Attendance Card before completing this Form of Proxy in black or blue ink.

I/We, the undersigned, being a member/members of the Company, hereby appoint the **Chair of the Court Meeting** or the following person (see Note 2 overleaf):

Name of proxy (please leave blank if appointing the Chair):

Number of shares proxy is appointed over (complete only if less than entire shareholding – see Notes 5 and 6 overleaf):

as my/our proxy to exercise all or any of my/our rights to attend, submit questions, speak and vote in respect of my/our voting entitlement on my/our behalf at the Court Meeting to be held on 17 December 2025 at 4.30 p.m. (London time) (and at any adjournment thereof). The proxy will vote on the resolution below, as indicated. If no instruction is given in relation to the resolution below, or any other business is transacted at the Court Meeting, the proxy will vote at his or her discretion, or abstain from voting.

☐ This proxy appointment is one of multiple appointments.

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes or do not sign in either box, then this Form of Proxy will be invalid. Please sign in black or blue ink.

FOR the Scheme

Signature

Date

AGAINST the Scheme

Signature

Date

Please mark this box ☐ if signing on behalf of a Scheme Shareholder as holder of power of attorney, receiver or third party.

This card should not be used for any comments, change of address notification or other queries. Please send a separate instruction.

Notes to help you complete this form are on the reverse of this Form of Proxy.



Shareholder Reference Number

NOTICE OF AVAILABILITY – Important; please read carefully.

You can now access the Scheme Document (which includes at Part XIV the Notice of Court Meeting) at <https://www.ttelectronics.com/investors/recommended-offer-cicof/>. You can submit your proxy online at www.shareview.co.uk by creating an online portfolio using your Shareholder Reference Number on the form of proxy below.

You are advised to read the full Notice of General Meeting before deciding how to vote.



Equiniti
Aspect House
Spencer Road
Lancing
BN9 8HZ

Notes for the completion of the Form of Proxy

1. Full details of the resolution to be proposed at the Court Meeting and an explanatory statement are set out in the Scheme Document issued by the Company on 25 November 2025. Unless otherwise stated, terms defined in the Scheme Document shall have the same meanings when used in this Form of Proxy, unless the context otherwise requires.
2. Only Scheme Shareholders as at the time set out in note 7 below or their duly appointed representatives are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder who is entitled to attend, submit questions, speak and vote at the Court Meeting is entitled to appoint one or more proxies to attend, submit questions, speak and vote on his/her behalf. Proxies need not be shareholders of the Company. A Scheme Shareholder wishing to appoint someone other than the Chair of the Court Meeting as his or her proxy should insert that person's name in the space provided. Proxies may only be appointed using the procedures set out on the Form of Proxy and in these Notes.
3. This Form of Proxy gives your proxy full rights to attend, speak and vote. If you wish to restrict the rights of your proxy, please cross out either or both of the words 'speak' or 'vote' as appropriate.
4. If this Form of Proxy is returned without an indication as to how the proxy shall vote on the matter or both voting boxes are signed, this Form of Proxy shall be invalid. For any other business arising at the Court Meeting (including any proper procedural resolution not listed in the notice of the Court Meeting), your proxy may vote at his/her own discretion or refrain from voting, as he or she sees fit.
5. If the proxy is being appointed for less than your full entitlement, please indicate in the box next to the appointed proxy's name the number of Scheme Shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full entitlement or, if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account.
6. A Scheme Shareholder may appoint more than one proxy in relation to the Court Meeting provided that each proxy is appointed to exercise rights attached to different Scheme Shares (so a Scheme Shareholder must have more than one Scheme Share to be able to appoint more than one proxy). A separate Form of Proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from the Company's Registrar, Equiniti Limited ("Equiniti"), on +44 (0)371 384 2614 (please use the country code when calling from outside the UK), or you may photocopy this form. If you appoint multiple proxies, please indicate in the box next to the appointed proxy's name the number of Scheme Shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to Equiniti together. Where multiple proxies are appointed, failure to specify the number of Scheme Shares to which this proxy appointment relates, or specifying a number which exceeds the number held by the Scheme Shareholder when totalled with the number specified on other proxy appointments by the same Scheme Shareholder, will render all appointments invalid. If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting, the one which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them will be treated as valid in respect of that share.
7. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and vote at the Court Meeting and the number of votes which may cast thereat will be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 15 December 2025 (the "Voting Record Time") (or, if the meeting is adjourned to a time more than 48 hours after the Voting Record Time, by 6.30 p.m. (London time) on the day which is two Business Days prior to the time of the adjourned meeting). If the Court Meeting is adjourned to a time not more than 48 hours after the Voting Record Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
8. 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, must be received by post at the offices of Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA so as to arrive no later than 4.30 p.m. (London time) on 15 December 2025 (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-working day) before the time appointed for the adjourned meeting). Alternatively, a Scheme Shareholder may appoint a proxy or proxies online or by using the CREST proxy appointment service – see notes 16 to 18 below.
9. If this Form of Proxy is not returned by the relevant time (as set out in note 8 above), it may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com prior to the start of the Court Meeting (or any adjournment thereof); or (ii) handed to the Chair of the Court Meeting or a representative of Equiniti at the start of the Court Meeting (or any adjournment thereof).
10. An individual Scheme Shareholder or his or her attorney must sign this form. If the Scheme Shareholder is a company, this Form of Proxy must be executed under the common seal or signed on its behalf by an officer, attorney or other person duly authorised by the company whose capacity should be stated in accordance with Section 44 of the Companies Act 2006. Any alterations made to this Form of Proxy should be initialised.
11. In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of shareholders of the Company in respect of the joint holding (the first named being the most senior).
12. As an alternative to appointing a proxy, any corporation which is a Scheme Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a Scheme Shareholder provided that they do not do so in relation to the same Scheme Shares. The Chair of the Court Meeting may require a corporate representative to produce to Equiniti their written authority to attend and vote at the Court Meeting at any time before the start of the Court Meeting. The representative shall not be entitled to exercise the powers conferred on them by the Scheme Shareholder until any such demand has been satisfied.
13. If you complete and return the Form of Proxy, this will not prevent you from attending, submitting questions, speaking and voting in person at the Court Meeting should you subsequently decide to do so. If you have appointed a proxy and you also attend the Court Meeting in person and vote, your proxy appointment will be automatically terminated.
14. A Scheme Shareholder wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out in note 8 before the commencement of the Court Meeting. Any changes to proxy instructions received after that time will be disregarded. A Scheme Shareholder who requires another Form of Proxy should contact Equiniti on +44 (0)371 384 2614 (please use the country code when calling from outside the UK). Subject to note 6, if a Scheme Shareholder submits more than one valid proxy appointment, the appointment received last before 4.30 p.m. (London time) on 15 December 2025 (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-working day) before the time appointed for the adjourned meeting) will take precedence, (regardless of when it was signed or by what means it was delivered). If it cannot be determined which Form of Proxy was delivered last, none of the forms shall be treated as valid.
15. A Scheme Shareholder wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's Registrars at the address set out in note 8 above or electronically as set out in note 16 below. The revocation notice must be received by the Company's Registrars before 4.30 p.m. (London time) on 15 December 2025 (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-working day) before the time appointed for the adjourned meeting). Any revocation notice received after this time will not have effect.
16. If you wish to register your proxy appointment electronically through the internet, please use www.shareview.co.uk where full details of the procedure are given. You will have to register for an online portfolio using your Shareholder Reference Number shown on this form. Alternatively, if you have already registered with the Registrar's online portfolio service, Shareview, you can submit your proxy electronically by logging onto your portfolio at www.shareview.co.uk using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click the link to vote and follow the instructions on the screen.
17. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, you may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. CREST messages must be received by Equiniti (ID number (RA19)) not later than 4.30 p.m. (London time) on the day which is two working days before the date of the Court 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 Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
18. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
19. If you have any questions relating to this Form of Proxy, please contact the Shareholder Helpline operated by Equiniti between 8.30 am and 5.30 pm Monday to Friday (excluding English and Welsh public holidays) on +44 (0)371 384 2614 (please use the country code when calling from outside the UK). Calls from outside the UK 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 Equiniti cannot provide advice on the merits of the Acquisition or give any financial, legal or tax advice.