

Notes:

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
2. If you wish to appoint any person(s) other than the Chairman of the meeting, insert the name of the person appointed in the space provided.
3. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name (if you wish to appoint someone other than the Chairman of the meeting) and the number of shares in relation to which they are authorised to act as proxy (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. Please also indicate if the instruction is one of multiple instructions being given.
4. Please indicate by inserting a cross in the appropriate box how you wish your proxy to vote in respect of the resolution. In the absence of any specific direction, the proxy will vote or abstain at his/her discretion, as he/she will on any other business which may properly come before the meeting at this General Meeting.
5. Please note the 'vote withheld' option is provided to enable you to instruct your proxy not to vote on any particular resolution. However 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.
6. To be effective, this form duly signed, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of it, must be deposited at or posted to the offices of the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to be received not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding the General Meeting or adjourned meeting at which the person(s) named in this form is/are to vote.
7. If this form is given by an individual, it must be signed by the individual, or on his behalf by his/her attorney. If this form is given by a corporation, it must be given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
8. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of other joint holders.
9. CREST members may appoint a proxy or proxies electronically via Equiniti (ID: RA19). Messages transmitted through CREST must be lodged not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding the General Meeting or any adjournment thereof. Further notes on CREST are contained in the notice of the Meeting.
10. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
11. As an alternative to completing a hard copy Form of Proxy, a member can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder Reference Number (this is the series of numbers printed under your name on the Form of Proxy). Alternatively, if you have already registered with Equiniti Limited's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. Full instructions are given on both websites. The proxy appointment and instructions should reach the Company's registrar, Equiniti, not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the holding of the General Meeting or any adjournment thereof.
12. In the interests of protecting the health and safety of our shareholders, employees and the general public, shareholders are encouraged not to attend the General Meeting other than members of the Board and the Company Secretary, all of whom are shareholders. Consequently, shareholders should appoint the Chairman of the General Meeting as their proxy.

You are advised to read the terms and conditions of use carefully. Any electronic communication found to contain a computer virus will not be accepted.



Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU



Form of Proxy for the General Meeting



Form of Proxy for the General Meeting

To be held at 9.00 a.m. on 25 October 2021

General Meeting
Hyve Group plc
2 Kingdom Street
London W2 6JG

Form of Proxy for use at the General Meeting to be held at the Hyve Group plc offices, 2 Kingdom Street, London W2 6JG at 9.00 a.m. on Monday 25 October 2021. Please read the notes before completing this form.

Voiting ID	Task ID	Shareholder Reference Number

In light of the ongoing COVID-19 pandemic in the UK, shareholders are encouraged not to attend the meeting, other than members of the Board and the Company Secretary, all of whom are shareholders. Instead, shareholders are encouraged to appoint the Chairman of the General Meeting as their proxy. Should Government measures be imposed before the time of the meeting, the Company may need to impose entry restrictions.

I/We being (a) member(s) of Hyve Group plc (the Company) hereby appoint the Chairman of the meeting (see notes 1 and 2) **OR**:

Name:

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

Number of shares in respect of which proxy is appointed (see note 3):

You may leave this box blank if you wish to appoint one proxy only in respect of all your shares.

If this proxy appointment is one of multiple appointments being made please tick here (see note 3)

as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the General Meeting of the Company to be held at 9.00 a.m. on Monday 25 October 2021 and at any adjournment of that meeting, and I/we direct my/our proxy to vote in respect of the resolutions to be proposed at the meeting as indicated below (see notes 4 and 5):

Vote
For Against Withheld

- Ordinary Resolutions**
- To approve the 2021 Directors Remuneration Policy
 - To approve the Hyve Group plc Value Creation Plan

Note: Both Resolutions 1 & 2 will be proposed as Ordinary Resolutions.

Dated:

Signature or common seal (See notes 6, 7 and 8)

