XPS Pensions Group plc

Proxy Form

for the Annual General Meeting convened for 12.00pm on Thursday 7 September 2023 (AGM)

PΙθ	ease read the explanatory notes o Voting ID	overleaf before completing this form. Task ID Sha	areholder Reference Number
vo	un may submit your provy electr	onically at www.sharevote.co.uk using	the above numbers
the or at 12. inc	e Chairman of the AGM or the pers any of my/our rights to attend, spe the AGM of the Company to be he 00pm on Thursday 7 September 2 dicated by an "X" below in respect	mber(s) of XPS Pensions Group plc (the "Cson named below (see note 3 overleaf) as reak and vote in respect of my/our voting earled at Phoenix House, 1 Station Hill, Reading 2023 and at any adjournment thereof. My/of the resolutions set out in the Notice of A (or abstain from voting) as he or she thinks the AGM.	my/our proxy to exercise a ntitlement on my/our beha g, Berkshire RG1 1NB at our proxy is to vote as AGM dated 13 July 2023 ar
_	Name of proxy	Number of shares t	o be voted (see Note 4)
DIA	ease mark this box if you attach	a schedule of multiple proxies to this Proxy	Form (see Notes F and 6)
	esolutions	a scriedule of Hiditiple proxies to this Frony	FORM (See Notes 5 and 6).
K	SOlutions		Vote
PΙ	ease mark " X " below to indicate h	low you wish your proxy to vote:	For Against withhe
	dinary resolutions		
Ι.	31 March 2023.	and Accounts for the year ended	
2.	To declare a final dividend of 5.7	pence per ordinary share.	
3.	To approve the Directors' Remur ended 31 March 2023 (other than Directors' Remuneration Policy).	n the part containing the	
4.	To approve the Directors' Remur	neration Policy 2023.	
5.	To re-elect Alan Bannatyne as a	Director.	
6.	To re-elect Ben Bramhall as a Di	rector.	
7.	To re-elect Paul Cuff as a Directo	or.	
8.	To re-elect Aisling Kennedy as a	Director.	
9.	To re-elect Sarah Ing as a Direct	or.	
10.	. To re-elect Snehal Shah as a Dire	ector.	
11.	To re-elect Margaret Snowdon C)BE as a Director.	
12.	To reappoint BDO LLP as audito	r of the Company.	
13.	To authorise the Audit & Risk Com	nmittee to fix the auditor's remuneration.	
14.	. To authorise the Directors to allo	ot shares within specified limits.	
	ecial resolutions		
15.	To give the Directors limited auth without making a pre-emptive o		
16.		nal limited authority to allot shares	
	for cash and disapply statutory μ	-	
17.	To authorise the Company to ma shares up to a specified amount.		
		al meetings (other than an AGM)	
18.	To approve the calling of genera		

Date

Notice of availability The 2023 Annual Report and Accounts and the Notice of

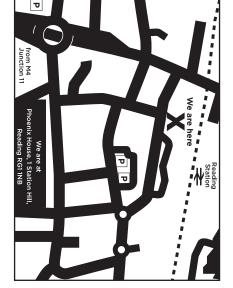
If you wish to receive electronic communications and manage your shareholding online, please visit the website of our Registrar, Equiniti, at www.shareview.co.uk and click at the top of the page to register. downloaded on the Company's website at www.xpsgroup.com Annual General Meeting are now available to be viewed and

requested from Equiniti on +44 (0)371 384 2030. If calling from outside of the UK, please ensure the country code is used (lines are open from 8.30am to 5.30pm Monday to Friday), or by writing to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA Printed copies of any shareholder communications may be

Directions ಠ the **AGM venue**

Directions by train: Phoenix House is a two-minute walk from Reading Station. From the main entrance or southern entrance, look to your right and you will see a pathway, stairs and ramp for Station Hill. Follow this route until you come to Phoenix House on your right.

Directions by car: from M4: leave M4 at Junction 11. At roundabout follow signs to the A33 (signposted Reading Madejski Stadium). Continue forward on the A33. Enter Reading; at the roundabout take the second exit onto A33. At the next roundabout take the fourth exit onto A33 (signposted Reading). At traffic lights continue forward on the A33. Take the left-hand slip road signposted A329M. At the left onto Greyfriars Road and at the end of the road will be Phoenix House. The nearest car park is located off Greyfriars Road on Garrard Street, Reading RG1 1NR, which is a short walk from Phoenix House. roundabout take the third exit onto Friar Street. At the traffic lights bear



(see notes 1, 9 and 10)

Notes to the Proxy Form

- 1. In order to be valid, this Proxy Form and any power of attorney, or notarially certified copy thereof, under which it is executed must be: (a) completed, signed and lodged with the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom; or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 11 below as soon as possible but, in any event, so as to arrive no later than 12.00pm on Tuesday 5 September 2023.
- 2. As an alternative to completing this hard copy Proxy Form, members may register the appointment of their proxy electronically via the internet through Equiniti's website at www.sharevote.co.uk where full instructions on the procedure are given.
 - The Voting ID, Task ID and Shareholder Reference Number printed on the Proxy Form will be required in order to use this electronic proxy appointment system. Alternatively, members who have already registered with Equiniti's online portfolio service. Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their usual user ID and password. For an electronic proxy appointment to be valid, Equiniti Limited must receive such appointment no later than 12.00pm on Tuesday 5 September 2023 (such date determined without including non-working days).
- 3. The completion and return of a Proxy Form will not, however, preclude shareholders from attending and voting in person at the AGM or at any adjournment thereof should they wish to do so.
- 4. A proxy need not be a member of the Company but must attend the meeting to represent you. A member may appoint a proxy of his/her own choice, in which case the words "the Chairman of the AGM or" on this Proxy Form should be deleted and the name of the person appointed as proxy should be inserted in the space provided. If you sign and return this Proxy Form with no name inserted in the space provided, the Chairman of the AGM will be deemed to be your proxy.

- 5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Proxy Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 6. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member.
- 7. Please indicate next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments made. All forms must be signed and should be returned together.
- 8. The "Vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
- 9. Where the member is a corporation, this form must be executed under its common seal or signed by any officer, attorney or other person duly authorised by the corporation.
- 10. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register.
- 11. 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 (available via www.euroclear.com). The message must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by the latest time for receipt of proxy appointments specified in note 1 above. For further information on proxy appointment through CREST, see further notes 18 to 21 to the Notice of Annual General Meeting for 2023.



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