

# Allfunds Group Plc

2022 ANNUAL GENERAL MEETING

# PROXY FORM



## 2022 ANNUAL GENERAL MEETING - PROXY FORM

Please read the notes on the reverse of this Proxy Form before completing it.

Voting ID:

Task ID:

Shareholder Reference Number:

I/we hereby appoint the Chairman of the Allfunds Group plc AGM, or

Leave 'Name of proxy' box blank to appoint the Chairman as your proxy. Leave 'Number of shares proxy appointed over' box blank to appoint the proxy to exercise your vote for all of your shares.

Name of proxy:

Number of shares proxy appointed over:

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of Allfunds Group plc to be held at 11:00 a.m. (London time) on 21 April 2022 at the Melia White House Hotel, Albany St, London NW1 3UP, United Kingdom, and at any adjournment thereof.

Please indicate here with an 'X' if this proxy is one of multiple instructions being given.

Please indicate by placing an 'X' in the appropriate box below how you wish your vote to be cast on the resolutions. If you mark more than one of the boxes for the same resolution, this form will be invalid.

		For	Against	Withheld
Resolution 1	To receive the accounts and reports			
Resolution 2	To approve the final dividend			
Resolution 3	To approve the Director's Remuneration Report (excluding the Director's Remuneration Policy)			
Resolution 4	To approve the Directors' Remuneration Policy			
Resolution 5	To appoint Mr David Jonathan Bennett as a director			
Resolution 6	To re-appoint Deloitte LLP as auditor			
Resolution 7	To authorise directors to determine the auditor's remuneration			
Resolution 8	Authority to allot shares			
Resolution 9	Authority to disapply pre-emptive rights			
Resolution 10	Additional authority to dis-apply pre-emptive rights to finance an acquisition or capital investment			
Resolution 11	Authority to purchase own shares off the market for the purposes of or pursuant to an employees' share scheme			
Resolution 12	Authority to call general meetings on short notice			

Signature:

Date:

1. Shareholders may appoint a proxy (who need not be a shareholder of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. If nevertheless you wish to appoint another person, please insert the name of your chosen proxy holder in the space provided overleaf. A proxy does not need to be a member of the Company but must attend the AGM to represent you. You are responsible for ensuring that they attend the AGM and are aware of your voting intentions.
2. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A member holding shares as nominee for one or more shareholders can appoint more than one person to be its proxy. Any proxy appointed in such manner shall have the same rights (and be subject to the same restrictions) as a proxy appointed by any other member. If you wish to appoint more than one proxy, please photocopy this form as many times as required for the number of proxies you wish to appoint, and indicate in the box next to the name of the proxy holder above the number of shares in relation to which they are 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 should be returned together in the same envelope.
3. Please indicate with an 'X' in the cells provided how you wish your vote to be cast in respect of each resolution. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.
4. The 'Withheld' option is provided to enable you to abstain on any 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.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Company's register of shareholders at 11:00 a.m. (London time) on the day which is two days before the day of the meeting or adjourned meeting. Changes to the entries in the register of shareholders after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. The proxy form must be signed by the shareholder or a duly authorised attorney. In the case of a corporation, the proxy form shall be executed either by a duly authorised person of the corporation, or under its common seal or in any other manner authorised by its constitution.
7. To be valid, this proxy form must be completed, signed and delivered in hand or by post to the Company's agent at ING Issuer Services, Attn. Robert Peerenboom (TRC 02.039), Foppingadreef 7, 1102 BD Amsterdam, The Netherlands, or alternatively to the Company's registered office at 2 Fitzroy Place, 8 Mortimer Street, W1T 3JJ London, United Kingdom, **no later than 11:00 a.m. (London time) on 19 April 2022**, or if the AGM is adjourned, not less than 48 hours before the time for holding such adjourned AGM.
8. Shareholders may change their appointment or voting instructions by submitting a new form in either hard copy or electronic form; however, the new form must be received by this final time. If two valid proxy forms or voting instruction forms are received from the same shareholder before the relevant closing time, the one last received will be counted. If the Company is unable to determine which was last received, none shall be treated as valid.
9. Shareholders who wish to appoint a proxy electronically can do so through the electronic platform 'Evote by ING' available at <https://evote.ingwb.com> and following the online instructions.
10. The completion and return of this form will not preclude a shareholder from attending the meeting and voting in person.
11. A proxy must attend the meeting in person to represent a shareholder.
12. Any corporation that is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that where more than one corporate representative is appointed (i) on a vote on a show of hands, each representative has the same voting rights as the corporation would be entitled to, and (ii) on a vote on a poll, where two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases, the power is treated as not exercised.
13. You may not use any electronic address provided either in this Proxy Form, in the AGM Notice or in any related documents to communicate with Allfunds Group plc for any purposes other than those expressly stated.