

# Form of Proxy – Franchise Brands plc

Company number: 10281033

For use by members at the annual general meeting of Franchise Brands plc (company number: 10281033) (the **Company**) to be held at Gateley Plc, 1 Paternoster Square, London EC4M 7DX on Tuesday 18 April 2023 at 11:00 a.m. and any adjournment of that meeting  
I/We (block capitals) .....

of .....  
.....

being (a) holder(s) of ordinary shares in the capital of the Company hereby appoint the Chairman of the meeting or

..... (note 1) as my/our proxy to attend, speak and vote for me/us and on my/our behalf as directed below at the annual general meeting of the Company to be held at Gateley Plc, 1 Paternoster Square, London EC4M 7DX on Tuesday 18 April 2023 at 11:00 a.m. and any adjournment of that meeting. The proxy may vote or abstain from voting at his/her discretion on any amendment to a resolution or any other business before the meeting.

Enter the number of shares in relation to which your proxy is authorised or leave the box blank to authorise your proxy to act in relation to your full voting entitlement.

Please indicate by ticking this box if this is one of more than one appointments of a proxy in respect of your holding.  (note 2)

Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you wish to abstain from voting on any resolution, please indicate this with an "X" in the vote withheld box opposite that resolution.

To the extent this form is returned without an indication as to how the proxy is to vote the proxy will vote or abstain from voting at his discretion.

Ordinary Resolutions	For	Against	Withheld
1 To receive the Company's annual report and accounts for the financial year ended 31 December 2022, the directors' report and the report of the independent auditors on those accounts.			
2 To declare a final dividend for the financial year ended 31 December 2022 at the rate of 1.1 pence per ordinary share.			
3 To reappoint <b>Robin Christian Bellhouse</b> as a director of the Company.			
4 To reappoint <b>Andrew Vincent Guilio Brattesani</b> as a director of the Company.			
5 To reappoint <b>Julia Rosalind Choudhury</b> as a director of the Company.			
6 To reappoint <b>Timothy John Harris</b> as a director of the Company.			
7 To reappoint <b>Stephen Glen Hemsley</b> as a director of the Company.			
8 To reappoint <b>Andrew John Malloys</b> as a director of the Company.			
9 To reappoint <b>Peter John Molloy</b> as a director of the Company.			
10 To reappoint <b>David John Poutney</b> as a director of the Company.			
11 To reappoint <b>Colin David Rees</b> as a director of the Company.			
12 To reappoint <b>Jason Charles Sayers</b> as a director of the Company.			
13 To reappoint <b>Nigel William Wray</b> as a director of the Company.			
14 To reappoint BDO LLP as auditors of the Company.			
15 To authorise the directors to determine the remuneration of the auditors.			
16 To authorise the directors of the Company to allot relevant securities.			
<b>Special Resolutions</b>			
17 To authorise the directors of the Company to dis-apply the statutory pre-emption rights, for general purposes.			
18 To authorise the directors of the Company to dis-apply the statutory pre-emption rights, in connection with an acquisition or specified capital investment.			
19 To authorise the Company to make market purchases of its ordinary shares.			

Signature: (notes 4 & 5).....Dated:.....2023

## Form of Proxy

### Notes

- A member of the Company is entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A member may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different share or shares held by that member.
- To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - to appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy;
  - to appoint a person other than the Chairman as your sole proxy in respect of all your shares, insert the full name of your proxy in the space provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy; or
- to appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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.
- The Form of Proxy must arrive at SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG or by scanning a signed copy and emailing this to [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com) accompanied by any power of attorney or other authority under which it is executed (if applicable) no later than 11:00 a.m. on 14 April 2023 being 48 hours before the time appointed for the meeting or not less than 48 hours before the time appointed any adjournment thereof (not including weekends or public holidays).
- In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney/ representative for the company. Please enter signatory capacity beneath signature.
- In the case of joint holders, the signature of any one holder will be sufficient, but the names of the joint holders should be stated. The vote of the senior joint holder (according to the order in which the names stand in the register in respect of the holding) who tenders a vote in person or by proxy shall be accepted to the exclusion of the vote of the other joint holder(s).
- To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.
- Any alteration to this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 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.

