

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates is enclosed. As explained in the letter from the Chairman, the Report and Accounts will only be published on Friday 14 June, after which date it will be available on the Company's website at <https://www.franchisebrands.co.uk/>

NOTES TO THE FORM OF PROXY

- 1 If you wish to appoint some other person as your proxy please insert his/her name, initial and strike out the words 'the Chairman of the Meeting'. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the Chairman of the meeting to act as your proxy.
- 2 Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact the Registrars of the Company as detailed in note 4 below.
- 3 This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- 4 To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD or via email at info@nevilleregistrars.co.uk not later than 9:30 a.m. (UK time) on 25 June 2024 or not less than 48 hours (excluding non-working days) before the time appointed for the adjourned meeting at which it is to be used.
- 5 In the case of joint holders of a share 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 and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
- 6 Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- 7 As explained in the letter from the Chairman within the AGM circular, the meeting is being convened for 9:30 a.m. on Thursday 27 June 2024 to enable the Company to meet its obligation to hold the AGM within 6 months of its financial year end. However, the Annual Report and Accounts will not have been available to shareholders for the required amount of time, and cannot be laid before the shareholders at that time. When the AGM commences, we intend to immediately adjourn the meeting to 11:00 a.m. on Thursday 18 July 2024.
- 8 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. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited (CREST ID: 7RA11) by 9:30 a.m. (UK time) on 25 June 2024. Given our intention to adjourn the AGM on 27 June 2024, proxy appointments can then be made until 11:00 a.m. on Tuesday 16 July 2024 See the notes to the Notice of Meeting for further information on proxy appointments through CREST.
- 9 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 is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- 10 **No business will be transacted on that date and shareholders are strongly recommended not to attend.**

Please complete and return this Form of Proxy to the Registrars of the Company at the address shown overleaf. Alternatively, if no address is shown overleaf please use the reply paid envelope provided. If documents are posted outside the United Kingdom, please return it in an envelope using the address shown in note 4 above and pay the appropriate postage charge.

Franchise Brands plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 10281033)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 27 June 2024 at the offices of Gateley Plc, 1 Paternoster Square, London, EC4M 7DX at 9:30 a.m. and the recommencement of the meeting on 18 July 2024 at 11:00 a.m. and at any further adjournment thereof.

Resolutions (*Special Resolutions)

| | FOR | AGAINST | WITHHELD | | FOR | AGAINST | WITHHELD |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 To receive the Company's annual report and accounts for the financial year ended 31 December 2023 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 To reappoint BDO LLP as auditors of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To declare a final dividend for the financial year ended 31 December 2023 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9 To authorise the directors to determine the remuneration of the auditors of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To reappoint Andy Brattesani as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 To authorise the directors to allot shares in the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To reappoint Mark Fryer as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11* To disapply statutory pre-emption rights in connection with an issue of shares for a cash consideration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To reappoint Stephen Hemsley as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12* To disapply statutory pre-emption rights in connection with an acquisition or a specified capital investment | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 To reappoint Peter Kear as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13* To authorise the Company to make market purchases of its own shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 To reappoint Nigel Wray as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

If you are planning to attend the Annual General Meeting, please tick the following box: ☐

Mark this box with an "X" if you are appointing more than one proxy: ☐

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

DD-MM-YY

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Attendance Card



Business Reply Plus
Licence Number
RTZE-YRRG-ETSK



Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.



NR 1 |||

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD