

## Form of Proxy

AlphaWave IP Group plc General Meeting  
to be held on 7 December 2022 at 10:00am



+      Voting ID                      Task ID                      Shareholder Reference Number      +

You can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.

I/We, the undersigned, being a member/members of AlphaWave IP Group plc (the "**Company**"), hereby appoint the Chairman of the meeting or

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Number of Shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/ our behalf at the General Meeting of the Company to be held on Wednesday 7 December 2022 at 10:00am (the "**Meeting**") and at any adjournment thereof. The proxy will vote on the resolution below, as indicated. If no instruction is given in relation to the resolution given below, or any other business is transacted at the Meeting, the proxy will vote at his or her discretion, or abstain from voting.

Please indicate your vote by marking the appropriate boxes in black or blue ink like this:

### Resolution

1. **THAT** the directors of the Company be authorised to amend the rules of the AlphaWave IP Long Term Incentive Plan (the "**Share Plan**"), in the form on display, such that, in any five-year period, the aggregate number of Company shares which may be issued or issuable, under awards granted on a discretionary basis or otherwise, under the Share Plan and any other employees' share plan operated by the Company from time to time, will not exceed 10 per cent. of the issued ordinary share capital of the Company from time to time.

For      Against      Withheld

          

For these purposes:

- (i) for so long as required by the Investment Association, shares transferred from treasury are counted as part of the ordinary share capital of the Company and as shares issued by the Company; and
- (ii) shares issued under dividend equivalents or issued or committed to be issued to satisfy awards or options granted before the initial public offering of the Company in May 2021 shall not be taken into account.

Please mark this box  if signing on behalf of the shareholder as holder of power of attorney, receiver or third party. This card should not be used for any comments, change of address notification or other queries. Please send separate instruction.

This proxy appointment is one of multiple appointments.

**Notes to help you complete this form are on the reverse of this Form of Proxy.**

Date       Signature

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AlphaWave IP Group plc General Meeting  
to be held on 7 December 2022 at 10:00am

AlphaWave IP

Shareholder Reference Number

**NOTICE OF AVAILABILITY – Important:**  
please read carefully.

You can submit your proxy online at  
[www.sharevote.co.uk](http://www.sharevote.co.uk) using the details on the  
form of proxy below.

You are advised to read the full Notice of  
General Meeting before deciding how to vote.



## Notes for the completion of the Form of Proxy

1. A shareholder who is entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote on his/her behalf. Proxies need not be shareholders. A shareholder wishing to appoint someone other than the Chairman of the meeting as his or her proxy should insert that person's name in the space provided.
2. Please indicate by inserting an 'X' in the appropriate box how you wish your vote to be cast on the resolution. If you mark the box 'withheld' it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. Where no specific instruction is given, your proxy may vote at his/her own discretion or refrain from voting, as he or she sees fit.
3. If the proxy is being appointed for less than your full entitlement, please indicate in the box next to the appointed proxy's name the number of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full entitlement or, if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.
4. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to different shares (so a shareholder must have more than one share to be able to appoint more than one proxy). A separate Form of Proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from Equiniti Limited on 0371 384 2030 or on +44 (0) 121 415 7047 if calling from outside the UK, or you may photocopy this form. If you appoint multiple proxies, please indicate in the box next to the appointed proxy's name the number of shares in relation to which the person named on this form is 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 returned together to Equiniti Limited, the Company's Registrars. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates, or specifying a number which exceeds the number held by the shareholder when totalled with the number specified on other proxy appointments by the same shareholder, will render all appointments invalid.
5. To be valid, this Form of Proxy, together with any power of attorney or other authority (if any) under which it is signed or a duly certified copy thereof, must be received by post or (during normal business hours only) by hand at the offices of the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive no later than 10:00am on 5 December 2022. Alternatively, a shareholder may appoint a proxy or proxies online or by using the CREST proxy appointment service – see note 10 below.
6. An individual shareholder or his or her attorney must sign this form. If the shareholder is a company, this Form of Proxy must be executed under the common seal or signed on its behalf by an officer, attorney or other person duly authorised by the company.
7. In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of shareholders of the Company in respect of the joint holding (the first named being the most senior).
8. A shareholder wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out in note 5 before the commencement of the meeting. Any changes to proxy instructions received after that time will be disregarded. A shareholder who requires another form should contact Equiniti Limited on 0371 384 2030 or on +44 (0) 121 415 7047 if calling from outside the UK. Subject to note 4, if a shareholder submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.
9. A shareholder wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's Registrars at the address set out in note 5 above or electronically as set out in note 10 below. The revocation notice must be received by the Company's Registrars before the commencement of the meeting. Any revocation notice received after this time will not have effect.
10. If you wish to register your proxy appointment electronically through the internet, please use [www.sharevote.co.uk](http://www.sharevote.co.uk) where full details of the procedure are given. You will have to disclose the voting ID, task ID and Shareholder Reference Number shown on this form. Alternatively, if you have already registered with the Registrar's online portfolio service, Shareview, you can submit your proxy electronically by logging onto your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your user ID and password. Once logged in simply click "View" on the "My Investments" page, click the link to vote and follow the instructions on the screen. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy instruction service may do so for the meeting (and any adjournment thereof) by following the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). Further details are provided in the notes to the Notice of General Meeting. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. Institutional investors, may be able to appoint a proxy electronically via the Proximity platform, please go to [www.proximity.io](http://www.proximity.io).  
Your proxy must be lodged by 10:00am on 5 December 2022 in order to be considered valid.
11. Please note that, save as expressly stated, communications regarding the matters set out in this Form of Proxy will not be accepted in electronic form.
12. Full details of the resolution to be proposed at the meeting are set out in the Notice of General Meeting enclosed with this form.

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

