

# Form of Proxy

Alphawave IP Group plc Annual General Meeting  
to be held on 6 June 2022 at 10.00 am



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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 (Company), hereby appoint the Chairman of the meeting or

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 Annual General Meeting of the Company to be held on Monday 6 June 2022 at 10.00 am (Meeting) and at any adjournment thereof. The proxy will vote on the resolutions below, as indicated. If no instruction is given in relation to any 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:

Resolutions	For	Against	Withheld
1. To receive the Company's audited Annual Report and Financial Statements for the financial period ended 31 December 2021, together with the Reports of the Directors and auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect John Lofton Holt as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Tony Pialis as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Daniel Aharoni as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Sehat Sutardja as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Jan Frykhammar as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Paul Boudre as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Susan Buttsworth as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Michelle De Fonseca as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Victoria Hull as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Rosalind Singleton as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-appoint KPMG LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Audit Committee to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the Company to make 'political donations' and incur 'political expenditure'	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the Directors to disapply pre-emption rights without restriction as to use*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To authorise the Directors to disapply pre-emption rights for acquisitions or specified capital investments*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To authorise the Company to purchase its own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To approve the Rule 9 Waiver	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To authorise the Company to call a general meeting on not less than 14 clear days' notice*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*Special resolutions

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.

Signature  Date

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

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Shareholder Reference Number

**NOTICE OF AVAILABILITY – Important; please read carefully.**  
You can now access the Annual Report and Financial Statements 2021 and Notice of Annual General Meeting 2022 ('Notice of AGM') at <https://www.awaveip.com/en/investors>. You can submit your proxy online at [www.sharevote.com](http://www.sharevote.com) using the details on the form of proxy below.  
You are advised to read the full Notice of Annual General Meeting before deciding how to vote.  
It is also recommended that you read the full Annual Report and Financial Statements 2021.



**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 'vote 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 to Equiniti Limited, the Company's Registrars, together. 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 notarially 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 31 May 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 Annual 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.
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 resolutions to be proposed at the meeting, with explanatory notes, are set out in the Notice of Annual General Meeting enclosed with this form.



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