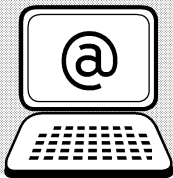


Form of Proxy - Annual General Meeting to be held on 27 September 2021



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917395

SRN:

PIN:



Invest in our environment...Register at www.investorcentre.co.uk

Register today and make a positive impact by electing for electronic communications & manage your holding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 23 September 2021 at 11.00 a.m.**

Explanatory Notes:

- Given the current restrictions on attendance in person, shareholders are encouraged to appoint the Chairman of the meeting as their proxy rather than a named person who will not be permitted to attend the physical meeting. Shareholders are further asked to appoint the Chairman of the meeting as their proxy electronically where possible. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- If shareholders are not able to attend the annual general meeting virtually, then they must contact the Company Secretary by email (n.gadsdon@sutton-harbour.co.uk). Physical attendance at the annual general meeting without prior written consent of the Company will not be permitted.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1326 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking 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.
- The 'Vote Withheld' option overleaf 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 will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, 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 Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1326 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



	*
--	---

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of SUTTON HARBOUR GROUP PLC to be held at **Sutton Harbour Office, Guy's Quay, Sutton Harbour, Plymouth, PL4 0ES** on **27 September 2021** at **11.00 a.m.**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

- | | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|-------------------------------------|
| 1. TO RECEIVE the Company's annual accounts for the financial year ended 31st March 2021 together with the Directors' report and the Auditor's report on those accounts. | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. TO RE-ELECT Sean J. Swales as a Director who retires by rotation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. TO RE-ELECT Natasha C. Gadsdon as a Director who retires by rotation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. TO APPOINT PKF Francis Clark as auditors to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to determine their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. THAT the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares in the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 6. THAT, conditional upon Resolution 5 being passed, the Directors be and are hereby empowered pursuant to the Articles and section 570 of the 2006 Act, to allot equity securities (as defined by section 560 of the 2006 Act) for cash. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. THAT the draft articles of association accompanying this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



Shareholder Reference Number

Notice of Availability - Annual Report 2021 and Notice of Annual General Meeting

Important - please read carefully

You can now view the Annual Report 2021 and Notice of Annual General Meeting online:

<https://suttonharbourgroup.com/investors>

Would you like to receive electronic communications in the future?

Please submit your email address by visiting our Investor Centre website:

www.investorcentre.co.uk/ecomms

SRN:

! YOUR SHAREHOLDER REFERENCE
NUMBER (SRN) IS IMPORTANT,
PLEASE KEEP IT IN A SAFE PLACE.



Like the sound of electronic communications?
Did you know you can also manage your shareholding online?

Register at www.investorcentre.co.uk

Manage your shareholding with ease! Investor Centre is our free self-service website where you can utilise the following services and more:

Switch to
electronic communications



Manage future
payments



View your
Shareholding



Change your
address



