

FORM OF PROXY – Ascential plc (the “Company”) – GENERAL MEETING

General Meeting on Wednesday 4 September 2024 at 2:15 p.m. at 2nd Floor, 81-87 High Holborn, London, WC1V 6DF
(Incorporated and registered in England and Wales under registration number 0934451)

Form of Proxy for use by holders of Ordinary Shares of 1.7 pence each (the “**Ordinary Shares**”) in the capital of the Company at the meeting to be held at 2nd Floor, 81-87 High Holborn, London, WC1V 6DF on 4 September 2024 at 2:15 p.m. (or at a later date if the separate meeting of the holders of Ordinary Shares convened by the Court shall have concluded or been adjourned) (the “**General Meeting**”) and at any adjournment thereof.

Notice of the General Meeting and details of the business to be transacted are contained in the notice of meeting dated 12 August 2024 (the “**Notice**”), which is set out in Part X of the scheme document of the Company dated 12 August 2024 (the “**Scheme Document**”). Please read the Notice and the accompanying notes carefully before completing this Form of Proxy.

Signature of person attending

Signature

+ GENERAL MEETING FORM OF PROXY – Ascential plc (the “Company”) +

Voting ID: _____ Task ID: _____ Shareholder Reference Number _____

Vote online at www.sharevote.co.uk using the above numbers.

Please mark this box if you are submitting multiple Forms of Proxy (see Note 4 overleaf).

I/We, the undersigned, being a member of the above-named Company, hereby appoint

the Chair or _____ (insert alternate proxy) (delete as appropriate) as my/our proxy to vote in my name/our names and on my/our behalf at the General Meeting and at any adjournment thereof.

Number of ordinary shares proxy appointed over _____

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

SPECIAL RESOLUTIONS

RESOLUTION 1: To give effect to the Scheme and amend the articles of association of Ascential plc, as set out in the Notice

RESOLUTION 2: To effect the re-registration of Ascential plc as a private limited company, as set out in the Notice

FOR AGAINST WITHHELD

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signature

Date

In addition to completing, signing and returning this YELLOW Form of Proxy for the General Meeting, please also complete, sign and return the enclosed BLUE Form of Proxy for the Court Meeting.

Notes:

1. Terms defined in the Scheme Document shall have the same meanings when used in this Form of Proxy unless the context otherwise requires. Full details of the resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the Notice. Before completing the Form of Proxy, please also read the section entitled "ACTION TO BE TAKEN" set out on pages 7-9 and paragraph 18 of Part II (*Explanatory Statement*) of the Scheme Document.
2. Every holder of Ordinary Shares has the right to appoint some other person(s) of their choice as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the General Meeting. The completion and return of this YELLOW Form of Proxy will not prevent you from attending in person and voting at the General Meeting should you subsequently decide to do so.
3. If you wish to appoint some person other than the Chair of the General Meeting as your proxy you should delete the words "the Chair" and insert in the space provided the name of the person whom you wish to represent you. Proxies need not be shareholders of the Company.
4. If you wish your proxy to cast all of your votes for or against the resolutions you should mark an "x" in the appropriate box. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box titled "Number of ordinary shares proxy appointed over" the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a holder of Scheme Shares, the full voting entitlement for that designated account). In the absence of instructions your proxy may vote or abstain from voting as he or she thinks fit on the resolutions and, unless instructed otherwise, your proxy may vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend the resolution, to propose a new resolution or to adjourn the General Meeting) which may properly come before the General Meeting.
5. The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on the resolutions. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" the resolutions.
6. To appoint more than one proxy, one or more additional proxy forms may be obtained by contacting the Shareholder Helpline using the details set out in Note 18 below, or you may photocopy this Form of Proxy. 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.
7. This Form of Proxy must be signed by the shareholder or their attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Form of Proxy. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding (the first being the most senior).
8. Any alterations made to this Form of Proxy should be initialised by the signatory.
9. To be valid, this YELLOW 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 returned to the Company's registrars, Equiniti, by post to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to be received as soon as possible and not later than 2:15 p.m. on 2 September 2024 (or, in the case of an adjournment of the General Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting). Postage is only paid from within the UK. If this Form of Proxy is not lodged by the relevant time, it will be invalid.
10. Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which form of proxy was received last, none of the forms shall be treated as valid.
11. Entitlement to attend and vote at the General Meeting and the number of votes which may be cast at the General Meeting will be determined by reference to the register of members of the Company at 6.30 p.m. on 2 September 2024 or, if the General Meeting is adjourned, 6.30 p.m. on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote at (in person or by proxy) the General Meeting.
12. As an alternative to completing and returning the printed YELLOW Form of Proxy, proxies may be appointed electronically via Equiniti's online facility by logging on to the following website: www.sharevote.co.uk and following the instructions therein. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. You will need your Username/ID and Password to log in to the portal. For an electronic proxy appointment to be valid, the appointment must be received by not later than 2:15 p.m. (London, UK time) on 2 September 2024 or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual. To be valid the appropriate CREST message (regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Equiniti (ID: RA19) by no later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the General Meeting or any adjournment thereof. The time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
14. CREST members or, where applicable, CREST sponsors or voting service providers, should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.
15. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear does not make available special procedures in CREST for any particular messages and the normal system timings and limitations apply to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
16. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 2:15 p.m. on 2 September 2024 or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting, in order to be considered valid.
17. The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described above or in the Scheme Document) will not prevent you from attending, asking questions and/or raising any objections and voting at the General Meeting in person if you are so entitled and wish to do so.
18. If you have any questions about completion of this form of proxy please contact the Company's registrars, Equiniti, by calling the Shareholder Helpline on +44 (0)371 384 2050. Lines are open between 8.30 a.m. and 5.00 p.m. Monday to Friday (except public holidays in England and Wales). Please use the country code when calling from outside the UK. Calls from outside the UK will be charged at the applicable international rates. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.
19. You may also use any e-mail address provided either in the Notice or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
20. This Form of Proxy should not be used for comments, change of address or queries. Please contact the registrars using the details set out in Note 18 above.

PLEASE REPLY TO THE ENVELOPE PROVIDED

SAMPLE