

**THREE THISTLES PLC
(SC306747)**

EXTRAORDINARY GENERAL MEETING - FORM OF PROXY

Before completing this form, please read the explanatory notes below

I/We.....(BLOCK CAPITALS)

being a member(s) of Three Thistles plc ("the **Company**") hereby appoint the Chairman of the Meeting

or (**see note 3**)

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10.30 am on 19 February 2025 at The Steading, 118-120 Biggar Road, Hillend, Edinburgh, EH10 7DU,

and at any adjournment thereof in respect of shares registered in my/or name (**see note 1**).

I/we direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

Please indicate with a 'X' in the spaces below how you wish your votes to be cast.

RESOLUTIONS		FOR	AGAINST	WITHHELD
1 – Special	That: (a) the Company be wound up voluntarily; (b) that the Liquidator be authorised to distribute surplus assets to the Members; and (c) that the Liquidator be authorised to make advance distributions to members if appropriate.			
2 - Ordinary	That, subject to Resolution 1 being passed: (a) Scott Bastick of Middlebrook Business Recovery & Advice be appointed Liquidator; (b) that the Liquidators fee be fixed at £15,000 plus VAT; (c) that the books and records of the Company be retained to the order of the Liquidator; (d) that the Liquidator be authorised to draw disbursements as an expense of the liquidation; and (e) that any act required under any enactment may be done by the Liquidator.			

.....
Signature(s)

.....
Date

.....
Print Name(s)

.....
Signature(s)

.....
Date

.....
Print Name(s)

NOTES:-

APPOINTMENT

- 1 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
- 2 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, you should delete the words "the Chairman of the Meeting" and insert the full name of your proxy in the line underneath. If you sign and return this proxy form without the necessary deletions and with no name inserted, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached 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 photocopy this proxy form and indicate on each proxy form the number of shares that proxy is to exercise in voting rights.
- 5 In the case of joint holders, the signature on this proxy form of any holder will suffice but the names of all joint holders should be shown. However, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

VOTING DIRECTIONS

- 6 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on the resolutions, mark the relevant "Vote Withheld" box. **A vote withheld is not a vote in law which means that the vote will not be counted in the calculation of votes for or against the resolutions.**
- 7 **If no voting indication is given, your proxy will vote or abstain from voting at their discretion.** Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

RETURNING YOUR FORM OF PROXY

- 8 To appoint a proxy using this form, the form must be:
 - 8.1 completed and signed;
 - 8.2 sent or delivered to the Company's registrars in hard copy to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX;
 - 8.3 received by the Company's registrars by no later than 10.30 am on 17 February 2025.
- 9 In the case of a member which is a company, this proxy form must be signed on its behalf by an officer of the company or an attorney for the company or executed under its common seal. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.