

NOTICE OF AVAILABILITY

The notice of General Meeting and Scheme Document to which this WHITE Form of Proxy relates are available on the Company's website at www.dianomi.com

NOTES TO THE FORM OF PROXY

- 1
- Full details of the Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the notice of General Meeting which is set out in the scheme document of the Company dated on or around 14 October 2026 (the "Scheme Document"). Before completing this WHITE Form of Proxy, please also read paragraph 16 of Part Two (Explanatory Statement) "Actions to be Taken" section set out in the Scheme Document. Part 11 of the Scheme Document contains the notice of General Meeting. Save where otherwise defined herein, capitalised terms and expressions used in this WHITE Form of Proxy shall have the meanings given to them in the Scheme Document.
- 2
- The Resolution will be proposed as a special resolution. Accordingly, in order to be passed, the Resolution will require not less than 75 per cent. of the votes cast in person or by proxy to be voted in favour.
- 3
- Only Dianomi Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A member entitled to vote may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be members, to exercise all or any of his/her rights to attend and vote on their behalf. Proxies may only be appointed using the procedures set out in this WHITE Form of Proxy and/or the Scheme Document.
- 4
- If you do not wish to appoint the Chair of the General Meeting as your proxy, add in block capitals the name of your chosen proxy in the box provided. If this box is left blank, the Chair of the General Meeting will be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this WHITE Form of Proxy has been issued in respect of a designated account for a Dianomi Shareholder, the full voting entitlement for that designated account). This WHITE Form of Proxy gives your proxy/ies full rights to attend, speak and vote at the General Meeting. If you appoint a proxy other than the Chair of the General Meeting, you must ensure they attend in person in order for them to represent you at the General Meeting. Shareholders (or their proxy, as applicable) are not required to register to attend the General Meeting in person, but are encouraged to do so to facilitate planning and the smooth running of the General Meeting.
- 5
- This WHITE Form of Proxy (i) in the case of an individual, must either be signed by the appointor or their attorney; and (ii) in the case of a corporation, must either be given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on, or authentication of, such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the directors of the Company must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- 6
- The appointment of a proxy will not prevent a Dianomi Shareholder from subsequently attending, speaking and voting at the General Meeting, or any adjournment thereof, in person should they decide (and are eligible) to do so.
- 7
- Please indicate, by inserting an "X" in the appropriate box, how you wish your votes to be cast at the General Meeting. Any proxy appointed pursuant to this WHITE Form of Proxy will vote as indicated by this WHITE Form of Proxy on the Resolution. To abstain from voting on the Resolution, select the "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 Resolution. If no voting indication is given your proxy will vote or abstain at his/her discretion. If you return this form with a cross inserted in multiple boxes in respect of the Resolution this WHITE Form of Proxy will be invalid. Unless otherwise instructed, the person appointed as proxy will exercise their discretion as to how they vote or whether they abstain from voting on any other business (including amendments to the Resolution and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
- 8
- Only those Dianomi Shareholders registered in the register of members of the Company (the "Register of Members") as at 6.00 p.m. on 4 November 2026 or, if the General Meeting is adjourned, at 6.00 p.m. on the day which is two Business Days before the date of such adjourned meeting (the "Voting Record Time") will be entitled to attend and/or vote at the General Meeting and only in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after the relevant Voting Record Time will be disregarded in determining the rights of any person to attend and/or vote at the General Meeting.
- 9
- If you wish to appoint more than one proxy in respect of your shareholding, mark the box with an "X" where indicated and photocopy the WHITE Form of Proxy or contact the Registrar, Neville Registrars, between 9.00 a.m. and 5.00 p.m. on Monday to Friday (except UK bank holidays) on 0121 585 1131 (from the United Kingdom) or +44 121 585 1131 (if calling from outside the United Kingdom) or submit a request in writing to Neville Registrars, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that Neville Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Please ensure that all of the multiple WHITE Forms of Proxy in respect of one registered holding of shares are sent together to the Registrar, Neville Registrars, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD.
- 10
- If you submit more than one WHITE Form of Proxy but do not mark the box indicating that you have appointed multiple proxies, then these proxy appointments will be treated as conflicting proxies, unless determined by the directors of the Company. In the event that conflicting proxy appointments are received, the Company will be entitled to rely on upon the appointment deposited later in time to the exclusion of the earlier appointment. If you appoint multiple proxies (and mark the box accordingly) but do not specify on one WHITE Form of Proxy the number of shares over which the relevant proxy may vote, then that WHITE Form of Proxy will cover the difference between your total holding of shares and the number of shares indicated on any other WHITE Form of Proxy. If you have appointed multiple proxies but do not specify on two or more WHITE Forms of Proxy the number of shares over which each proxy may vote, then your holding of shares (other than any shares covered by a WHITE Form of Proxy where you did indicate the number of shares over which the proxy may vote) will be divided evenly across the number of proxies appointed by such WHITE Forms of Proxy.
- 11
- In the case of joint holders, only one holder need sign this WHITE Form of Proxy, and the proxy instruction of the senior joint holder will be accepted to the exclusion of the instructions of other joint holders. For this purpose, seniority shall be determined by the order in which the names appear in the Register of Members in respect of the joint holding.
- 12
- A Dianomi Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Dianomi Shareholder, provided that it does not do so in relation to the same shares.
- 13
- To be valid, this WHITE Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be: (a) delivered by hand (during normal business hours only) or by post to the Registrar, Neville Registrars, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD; (b) appoint a proxy or proxies electronically by registering your appointment online with Neville Registrars at www.sharegateway.co.uk using your personal proxy registration code (Activity Code) shown below, or (c) (for uncertificated holders only) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 2:15 p.m. on 4 November 2026 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting, excluding any part of a day that is not a Business Day. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended). The CREST Manual is available on the Euroclear website (www.euroclear.com).
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- Neither the death nor the incapacity of a Dianomi Shareholder who has appointed a proxy, nor the revocation or termination by a Dianomi Shareholder of the appointment of a proxy (or the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, incapacity, revocation or termination shall have been received by the Company at the address specified for receipt of the WHITE Form of Proxy not less than 48 hours (excluding any part of a day that is not a Business Day) before the commencement of the General Meeting (or adjournment thereof).
- 15
- Any alterations to this WHITE Form of Proxy should be initiated by the person who has signed the form. You may not use any electronic address provided either in this WHITE Form of Proxy, in the notice of the General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.

Please complete and return this WHITE Form of Proxy to Neville Registrars using the pre-paid envelope provided. If documents are posted outside the United Kingdom, please return this Form of Proxy in an envelope to Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD and pay the appropriate postage charge.

Dianomi plc

(Incorporated and Registered in England and Wales under the Companies Act 2006 with Registered Number 04513809)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chair of the Meeting)

or failing him/her, the Chair of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 6 November 2026 at Thomas House, 84 Eccleston Square, London, SW1V 1PX at 2:15 p.m. (or as soon thereafter as the Court Meeting has concluded or been adjourned) and at any adjournment thereof.

Special Resolution

- 1
- That the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect, amend the articles of association of the Company, and, subject to the Scheme becoming Effective, re-registering the Company as a private limited company under the name of "Dianomi Limited" (and approving consequential changes to the articles of association of the Company to reflect such re-registration)
- FOR
- AGAINST
- WITHHELD
- ☐
- ☐
- ☐

Your Personal Proxy Registration Code is: ABCD-123-EFG

If you are planning to attend the General Meeting, please tick the following box: ☐

Mark this box with an "X" if you are appointing more than one proxy: ☐

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D

D

-

M

M

-

Y

Y

>123-0



Attendance Card


 Name
 Address 1
 Address 2
 Address 3
 Address 4
 Address 5
 Address 6

The General Meeting will start at 2:15 p.m. (or as soon thereafter as the Court Meeting has concluded or been adjourned) and is being held on 6 November 2026 at Thomas House, 84 Eccleston Square, London, SW1V 1PX.

If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

