

# Form of Proxy



Alphawave IP Group plc (the “**Company**”) Court Meeting  
to be held on 5 August 2025 at 10:00 a.m. (UK time) at the offices of  
Linklaters LLP, One Silk Street, London EC2Y 8HQ.

By an order dated 4 July 2025 made in the matter of the Company, and in the matter of the Companies Act 2006 (as amended), the Court has given permission for a meeting of the Scheme Shareholders as at the Voting Record Time (as defined in the Scheme Document) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 (as amended) (the “**Scheme**”) between the Company and the Scheme Shareholders and that such meeting shall be held at the offices of Linklaters LLP, One Silk Street, London, EC2Y 8HQ on 5 August 2025 at 10:00 a.m. (UK time) (the “**Court Meeting**”) at which place and time all Scheme Shareholders are requested to attend either in person or by proxy.

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Shareholder Reference Number

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You can submit your proxy electronically at [www.shareview.co.uk](http://www.shareview.co.uk) by creating an online portfolio using your Shareholder Reference Number above. Full details of the procedures and how to submit your proxy instruction are given on the Shareview website.

I/We, the undersigned, being a member/members of Alphawave IP Group plc, hereby appoint the Chair of the Court Meeting or the person indicated in the box below (see Note 2 overleaf):

Name of proxy:	Number of shares proxy is appointed over (complete only if less than entire shareholding – see Notes 4 and 5 overleaf):
<div></div>	<div></div>

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 Court Meeting to be held on Tuesday 5 August 2025 at 10:00 a.m. (UK time) (and at any adjournment thereof). The proxy will vote on the resolution below, as indicated. If no instruction is given in relation to the resolution below, or any other business is transacted at the Court Meeting, the proxy will vote at his or her discretion, or abstain from voting.

☐ This proxy appointment is one of multiple appointments.

**IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes or do not sign in either box, then this Form of Proxy will be invalid.**

FOR the Scheme	AGAINST the Scheme
Signature <div></div>	Signature <div></div>
Date <div></div>	Date <div></div>

Please mark this box ☐ if signing on behalf of the Scheme 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 a separate instruction.

Notes to help you complete this Form of Proxy 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 Scheme Document (which includes at Part XV the Notice of Court Meeting) at <https://awavesemi.com/investors/offer-documentation/>. You can submit your proxy online at [www.shareview.co.uk](http://www.shareview.co.uk) by creating an online portfolio using your Shareholder Reference Number on the Form of Proxy below.

You are advised to read the full Notice of Court Meeting before deciding how to vote.





**Notes for the completion of the Form of Proxy**

1. Full details of the resolution to be proposed at the Court Meeting and an explanatory statement are set out in the Scheme Document issued by the Company on 7 July 2025. Unless otherwise stated, terms defined in the Scheme Document shall have the same meanings when used in this Form of Proxy, unless the context otherwise requires.
2. A Scheme Shareholder who is entitled to attend, speak and vote at the Court Meeting is entitled to appoint one or more proxies to attend, speak and vote on his/her behalf. Proxies need not be shareholders of the Company. A Scheme Shareholder wishing to appoint someone other than the Chair of the meeting as his or her proxy should insert that person's name in the space provided.
3. If this Form of Proxy is returned without an indication as to how the proxy shall vote on the matter, this Form of Proxy shall be invalid. For any other business arising at the Court Meeting (including any proper procedural resolution not listed in the notice of the Court Meeting), your proxy may vote at his/her own discretion or refrain from voting, as he or she sees fit.
4. If the proxy is being appointed for less than your full voting entitlement, please indicate in the box next to the appointed proxy's name the number of Scheme 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 voting entitlement or, if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account.
5. A Scheme Shareholder may appoint more than one proxy in relation to the Court Meeting provided that each proxy is appointed to exercise rights attached to different Scheme Shares (so a Scheme Shareholder must have more than one Scheme 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 of Proxy may be obtained from the Company's Registrar, Equiniti Limited ("**Equiniti**"), on +44 (0)371 384 2946 (please use the country code when calling from outside the UK), or you may photocopy this Form of Proxy. If you appoint multiple proxies, please indicate in the box next to the appointed proxy's name the number of Scheme Shares in relation to which the person named on this Form of Proxy 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 of Proxy must be signed and returned to Equiniti together. Where multiple proxies are appointed, failure to specify the number of Scheme Shares to which this proxy appointment relates, or specifying a number which exceeds the number held by the Scheme Shareholder when totalled with the number specified on other proxy appointments by the same Scheme Shareholder, will render all appointments invalid.
6. Pursuant to Regulation 41 (1) of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and vote at the Court 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 6:30 p.m. (UK time) on 1 August 2025 (the "**Voting Record Time**") (or, if the meeting is adjourned to a time more than 48 hours after the Voting Record Time, by 6:30 p.m. (UK time) on the day which is two Business Days prior to the time of the adjourned meeting). If the Court Meeting is adjourned to a time not more than 48 hours after the Voting Record Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to entries on the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
7. 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 duly certified copy thereof, must be returned by post to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom so as to arrive no later than 10:00 a.m. (UK time) on 1 August 2025 (or, in the case of an adjournment of the Court 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). Alternatively, a Scheme Shareholder may appoint a proxy or proxies online or by using the CREST proxy appointment service – see notes 15 to 17 below.
8. If this Form of Proxy is not returned by the relevant time (as set out in note 7 above), it may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) handed to the Chair of the Court Meeting, or a representative of Equiniti on behalf of the Chair, in each case prior to the commencement of the Court Meeting (or any adjournment thereof).
9. An individual Scheme Shareholder or his or her attorney must sign this Form of Proxy. If the Scheme 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 whose capacity should be stated in accordance with Section 44 of the Companies Act 2006. Any alterations made to this Form of Proxy should be initialled.
10. In the case of joint holders of Scheme Shares, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding (the first being the most senior).
11. As an alternative to appointing a proxy, any corporation which is a Scheme Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a Scheme Shareholder provided that they do not do so in relation to the same Scheme Shares. The Chair of the Court Meeting may require a corporate representative to produce to Equiniti their written authority to attend, speak and vote at the Court Meeting at any time before the start of the Court Meeting. The representative shall not be entitled to exercise the powers conferred on them by the Scheme Shareholder until any such demand has been satisfied.
12. If you complete and return the Form of Proxy, appoint a proxy through CREST or by any other procedure described in the Scheme Document, this will not prevent you from attending, speaking and voting in person at the Court Meeting should you subsequently decide to do so. If you have appointed a proxy and you also attend the Court Meeting in person and vote, your proxy appointment will be automatically terminated.
13. Any Scheme Shareholder wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out in note 7 before the commencement of the Court Meeting. Any changes to proxy instructions received after that time will be disregarded. Any Scheme Shareholder who requires another Form of Proxy should contact Equiniti on +44 (0)371 384 2946 (please use the country code when calling from outside the UK). Subject to note 5, if a Scheme Shareholder submits more than one valid proxy appointment, the appointment received last before 10:00 a.m. (UK time) on 1 August 2025 (or, in the case of an adjournment of the Court 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) will take precedence.
14. Any Scheme Shareholder wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to Equiniti at the address set out in note 7 above or electronically as set out in notes 15 to 17 below. The revocation notice must be received by Equiniti not later than 10:00 a.m. (UK time) on 1 August 2025 (or, in the case of an adjournment of the Court 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). Any revocation notice received after this time will not have effect.
15. As an alternative to completing and returning the Form of Proxy, you may register your proxy appointment electronically by using the internet. If you have not already registered with Equiniti's online portfolio service, Shareview, you can create an online portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) where full details of the procedures and how to submit your proxy instruction are given. You will have to register for an online portfolio using your Shareholder Reference Number shown on this Form of Proxy. Alternatively, if you have already registered with Equiniti'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 usual 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. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti not later than 10:00 a.m. (UK time) on 1 August 2025 (or, in the case of an adjournment of the Court 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).
16. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, you may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. CREST messages, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti (ID number RA19) not later than 10:00 a.m. (UK time) on 1 August 2025 (or, in the case of an adjournment of the Court 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). For this purpose, 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. 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.
17. Institutional investors may be able to appoint a proxy electronically via the Proximity platform. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by no later than 10:00 a.m. (UK time) on 1 August 2025 (or, in the case of an adjournment of the Court 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) in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
18. If you have any questions relating to this Form of Proxy, please contact the Shareholder Helpline operated by Equiniti between 8:30 a.m. and 5:30 p.m. (UK time) Monday to Friday (excluding English and Welsh public holidays) on +44 (0)371 384 2946 (please use the country code when calling from outside the UK). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or give any legal, business, financial or tax advice.
19. This Form of Proxy is issued only to the addressee(s) and is specific to the unique designate account printed hereon. This personalised Form of Proxy is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Equiniti accept no liability for any instruction that does not comply with these conditions.

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