Form of Proxy



Alphawave IP Group plc (the "Company") General Meeting to be held on 5 August 2025 at 10:15 a.m. (UK time) (or as soon thereafter as the Court Meeting to be held on August 2025 at 10:00 a.m. (UK time) has been concluded or adjourned) at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ (the "General Meeting").

Signature

Shareholder Reference Number		
Number above. Full details of the procedures	vww.shareview.co.uk by creating an online portfolio using and how to submit your proxy instruction are given on the Alphawave IP Group plc, hereby appoint the Chair of the eaf):	ne Shareview website. I/We, th
Name of proxy:	Number of shares proxy is appointed over (compshareholding – see Notes 4 and 5 overleaf):	plete only if less than entire
my/our behalf at the General Meeting of the adjournment thereof). The proxy will vote on	my/our rights to attend, speak and vote in respect of a Company to be held on Tuesday 5 August 2025 at 10 the Special Resolution below, as indicated. If no instruess is transacted at the General Meeting, the proxy will appointments.	1:15 a.m. (UK time) (and at ar action is given in relation to th
Please indicate your vote by marking the app	propriate box in black or blue:	
Company (or duly authorised committee may consider necessary or appropriate	but not limited to authorising the directors of the e of the directors) to take all such actions as they e to ensure the Scheme becomes Effective, and of association of the Company, as set out in the Part XVI of the Scheme Document.	For Against Withhe
	the Alphawave Shareholder as holder of power of attorney of address notification or other queries. Please send a sep	

Notes to help you complete this Form of Proxy are on the reverse of this Form of Proxy.

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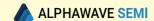
Date

Shareholder Reference Number

NOTICE OF AVAILABILITY -

You can now access the Scheme Document (which includes at Part XVI the Notice of General Meeting) at https://awavesemi.com/investors/offer-documentation/. You can submit your proxy online at www.shareview.co.uk by creating an online portfolio using your Shareholder Reference Number on the Form of Proxy below.

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Notes for the completion of the Form of Proxy

- 1. Full details of the Special Resolution to be proposed at the General 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. An Alphawaye Shareholder who is entitled to attend, speak and vote at the General 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. An Alphawaye 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. Please indicate by inserting an 'X' in the appropriate box how you wish your vote to be cast on the Special Resolution. The 'withheld' option is provided to enable you to abstain on the Special 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' the Special Resolution. Where no specific instruction is given 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 Alphawaye 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 an Alphawave Shareholder, the full voting entitlement for that designated account.
- 5. An Alphawave Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise rights attached to different Alphawave Shares (so an Alphawave Shareholder must have more than one Alphawave 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 Alphawave 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 Alphawave Shares to which this proxy appointment relates, or specifying a number which exceeds the number held by the Alphawave Shareholder when totalled with the number specified on other proxy appointments by the same Alphawave Shareholder, will render all appointments invalid.
- Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and vote at the General 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 n.m. (LK 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 General 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 entities 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 General 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 10:15 a.m. (UK time) on 1 August 2025 (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). Alternatively, an Alphawave 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 will be invalid.
- 9. An individual Alphawaye Shareholder or his or her attorney must sign this Form of Proxy. If the Alphawaye 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 Alphawave 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 an Alphawave Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as an Alphawave Shareholder provided that they do not do so in relation to the same Alphawave Shares. The Chair of the General Meeting may require a corporate representative to produce to Equiniti their written authority to attend, speak and vote at the General Meeting at any time before the start of the General Meeting. The representative shall not be entitled to exercise the powers conferred on them by the Alphawave 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 General Meeting should you subsequently decide to do so. If you have appointed a proxy and you also attend the General Meeting in person and vote, your proxy appointment will be automatically terminated.
- 13. An Alphawaye 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 General Meeting. Any changes to proxy instructions received after that time will be disregarded. An Alphawaye 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 an Alphawaye Shareholder submits more than one valid proxy appointment, the appointment received last before 10:15 a.m. (UK time) on 1 August 2025 (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) will take precedence.
- 14. An Alphawave 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 10:15 a.m. (UK time) on 1 August 2025 (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), 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 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 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 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).
- 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). 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 Europlean'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 10:15 a.m. (UK time) on 1 August 2025 (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). 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 Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by no later than 10:15 a.m. (UK time) on 1 August 2025 (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) in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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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