



A meeting of Stock Spirits Group PLC convened with the permission of the Court under Part 26 of the Companies Act 2006 will be held at the offices of Numis Securities Limited at 45 Gresham Street, London, EC2V 7BF on 20 September 2021 at 10:00 a.m. Please see overleaf for details on how to attend the Court Meeting.

MR A SAMPLE
<DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

Shareholder Reference Number

C000000000



BARCODE

Please detach this portion before posting this proxy form.

Form of Proxy – Court Meeting to be held on Monday 20 September 2021



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/proxy

Control Number: 917408 SRN: C000000000 PIN: 1245

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

View the Scheme Document (including the Notice of Court Meeting) online at: https://www.stockspirits.com/investors/offer.aspx

Register at www.investorcentre.co.uk – manage your shareholding online, the easy way!

To be effective, all proxy appointments must be lodged with the Company's Registrar, Computershare, at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by Thursday 16 September 2021 at 10.00 a.m. (or in the case of an adjourned meeting by not later than 48 hours (excluding any part of the day which is not a working day) prior to the time and date set for the adjourned meeting). If not lodged by this time, a copy of this Form of Proxy may also be emailed to externalproxyqueries@computershare.co.uk at any time after such time but prior to 30 minutes before the commencement of the Court Meeting (or an adjournment thereof), or otherwise handed to a representative of the Registrar, or directly to the Chair of the Court Meeting, at the Court Meeting, as set out in further detail below. Please note that any Forms of Proxy sent to this email address before 10:00 a.m. on 16 September 2021 may be discounted as invalid.

Explanatory Notes:

- 1. Full details of the resolution to be proposed at the Court Meeting of Stock Spirits Group PLC (the "Company"), together with explanatory notes, are set out in the notice of the Court Meeting contained in Part X of the scheme document of the Company dated 27 August 2021 (the "Scheme Document"). Before completing this Form of Proxy, please also read the section entitled "Action to be Taken" set out on pages 12 to 15 of the Scheme Document. Terms defined in the Scheme Document shall apply equally in this Form of Proxy, unless the context otherwise requires.
2. The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST or any other procedure described in the Scheme Document) will not prevent a Scheme Shareholder from attending, speaking and voting in person (subject to any COVID-19 restrictions in force at the time) or remotely (via the Virtual Meeting Platform) at the Court Meeting if you are entitled to do and wish to do.
3. Every Scheme Shareholder entitled to attend and vote at the Court Meeting may vote in person at such meeting (subject to any COVID-19 restrictions in force at the time) or they may appoint another person or persons of their choice, who need not be a shareholder, as their proxy or proxies to exercise all or any of their rights, to attend, speak and vote on their behalf at the Court Meeting. If you wish to appoint a person other than the Chair of the Court Meeting, please insert the name of your chosen proxy in the space provided (see reverse). Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business other than the resolution to approve the Scheme which may come before the Court Meeting (including amendments to the Scheme and any procedural business, including any resolution to adjourn). As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may vote by a corporate representative appointed in accordance with the Companies Act 2006.
4. It is requested that 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) be returned to the Company's registrars, Computershare ("Registrar" or "Computershare"), at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, by post, to be received not later than 10:00 a.m. (London time) on 16 September 2021 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. If not lodged by this time, a copy of this Form of Proxy may also be emailed to externalproxyqueries@computershare.co.uk at any time after such time but prior to 30 minutes before the commencement of the Court Meeting (or an adjournment thereof), or otherwise handed to a representative of the Registrar, or directly to the Chair of the Court Meeting, at the Court Meeting.
5. Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different Scheme Share or Scheme Shares held by that Scheme Shareholder. To appoint more than one proxy, an additional Form of Proxy may be obtained by contacting the Registrar's helpline on 0370 873 5834 or you may photocopy this form. Please indicate in the space provided (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
6. This Form of Proxy: (i) in the case of an individual must either be signed by the appointor; and (ii) in the case of a corporation must be given under its common seal or be signed by an officer or attorney or other person duly authorised.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
8. Entitlement to attend and vote at the Court Meeting or any adjournment thereof and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6:00 p.m. (London time) on 16 September 2021 or, if the Court Meeting is adjourned, 6:00 p.m. (London time) on the date which is two days (excluding non-working days) before the date fixed for the adjourned meeting. Changes to entries on the Register of Members after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
9. Scheme Shareholders who hold Scheme Shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (which can be viewed at www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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.
10. In order for a proxy appointment or instruction made using CREST to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 the issuer's agent, Computershare, (ID number 3RA50) by 10:00 a.m. (London time) on 16 September 2021 (or if the Court Meeting is adjourned at least 48 hours before the start of the adjourned meeting (excluding any part of such 48 hour period falling on a non-working day)). 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
<Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

Explanatory Notes: continued

11. 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. Normal system timings and limitation will therefore apply in relation 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 a voting service provider, to procure that his or her 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 this purpose, 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. CREST members and, where applicable, their CREST sponsors should also note that an option to withhold a vote may be available on CREST; however, 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 resolution to approve the Scheme or in relation to any other business that comes before the Court Meeting.
12. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time.
13. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to <https://proxymity.io/>. For an electronic proxy appointment to be valid, your proxy must be lodged by 10:00 a.m. (London time) on 16 September 2021 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.
14. The above is how your address appears on the Register of Members. If this information is incorrect please contact the Registrar's helpline on 0370 873 5834 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
15. Any alterations made to this form should be initialled.
16. Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered 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 delivered last, none of the forms shall be treated as valid.
17. You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this blue Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
18. If you have any questions relating to the Form of Proxy, please telephone the Registrar, Computershare, on 0370 873 5834. Please note that the Registrar cannot provide advice on the merits of the acquisition or the Scheme or give any financial, legal or tax advice.

Attendance at the Court Meeting

Whilst COVID-19 restrictions have been lifted as at the date of dispatch of this Form of Proxy, the Stock Spirits Directors note that the COVID-19 situation is constantly evolving, and the UK Government may change current restrictions or implement further measures which affect the holding of shareholder meetings. As such, you are strongly encouraged to appoint the Chair of the Court Meeting as your proxy for the Court Meeting. **If any other person is appointed as proxy and COVID-19 restrictions are introduced which affect the holding of the Court Meeting, that proxy may not be permitted to attend the Court Meeting in person (but will be able to remotely access, attend, follow the business, submit written questions and/or submit any objections and vote at the Court Meeting via the Virtual Meeting Platform).**

Any changes to the arrangements for the Court Meeting will be communicated to Scheme Shareholders before the Court Meeting, including through the Company's Website <https://www.stockspirits.com/investors/offer.aspx> and by announcement through a Regulatory Information Service.

Scheme Shareholders will be given the opportunity to access, attend, follow the business of, submit written questions and/or objections and vote at the Court Meeting via the Virtual Meeting Platform. As set out in the Virtual Meeting Guide, the Virtual Meeting Platform can be accessed at: <https://web.lumiagm.com> using a web browser that is compatible with the latest browser versions of Chrome, Firefox, Edge and Safari.

You will be asked to enter the Lumi Meeting ID which is 191-428-896, and your Shareholder Reference Number ("SRN") and PIN, which can be found on the top of this Form of Proxy and below.

SRN: C0000000000 PIN: 1245

Form of Proxy

Please read the notice of the Court Meeting in the Scheme Document and the explanatory notes overleaf and above before completing this form.

Please use **black** pen

Name of Proxy

Please complete this box only if you wish to appoint a proxy other than the Chair of the Court Meeting. Please leave this box blank if you want to select the Chair of the Court Meeting as your proxy.

Do not insert your own name(s).

Number of shares over which the proxy is appointed (see Explanatory Note 5)

Please leave this box empty if you wish to appoint a proxy in respect of all of your voting entitlement.

I/We hereby appoint the person indicated in the box above or, if not completed, the Chair of the Court Meeting as my/our proxy to attend, speak and vote in respect of the number of shares indicated in the box above or, if not completed, my/our full voting entitlement* on my/our behalf at the Court Meeting of Stock Spirits Group PLC to be held at the offices of Numis Securities Limited at 45 Gresham Street, London, EC2V 7BF on 20 September 2021 at 10:00 a.m. (and at any adjourned meeting).

* For the appointment of more than one proxy, please refer to Explanatory Note 5 (see front)

Please sign ONE of the boxes below in **black** pen.

If you wish to vote FOR the Scheme, sign your name in the box marked "FOR the Scheme", or if you wish to vote AGAINST the Scheme, sign your name in the box marked "AGAINST the Scheme". IF YOU SIGN IN BOTH BOXES, OR IF YOU DO NOT SIGN IN EITHER, THEN THIS FORM OF PROXY WILL BE INVALID.

FOR the Scheme

Signature

AGAINST the Scheme

Signature

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the Court Meeting other than the resolution to approve the Scheme which may come before the Court Meeting (including amendments to the Scheme and any procedural business including any resolutions to adjourn).

Signature

Date

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).