

**Attendance**

In light of the COVID-19 Restrictions, Sumo Shareholders and other attendees will be able to attend the General Meeting remotely via a virtual meeting platform provided by Lumi or physically in person. It is intended that sufficient number of the Sumo Directors to form a quorum will attend in person.

If you would like to attend the Lumi Virtual Meeting, you will require the following details:

Lumi Virtual Meeting ID: 167-498-364

Investor Code (IVC): [•]

PIN: last four digits of your IVC

Further details can be found on pages 10-11 of the Scheme Document and the Lumi Virtual Meeting Guide, which is enclosed.

**Attendance**

In light of the COVID-19 Restrictions, Sumo Shareholders and other attendees will be able to attend the Court Meeting remotely via a virtual meeting platform provided by Lumi or physically in person. It is intended that sufficient number of the Sumo Directors to form a quorum will attend in person.

If you would like to attend the Lumi Virtual Meeting, you will require the following details:

Lumi Virtual Meeting ID: 167-498-364

Investor Code (IVC): [x]

PIN: Last four digits of your IVC

Further details can be found on pages 10-11 of the Scheme Document and the Lumi Virtual Meeting Guide, which is enclosed.

In light of the ongoing COVID-19 outbreak, it has been necessary to make some important changes to the way in which the General Meeting will be conducted. To ensure the safety of all stakeholders, Sumo Shareholders (as defined in scheme document of Sumo Group plc (the Company) dated 16 August 2021 (the Scheme Document)) and other attendees will be able to attend the General Meeting remotely via a virtual meeting platform provided by Lumi AGM UK Limited (the Virtual Meeting Platform) or physically in person. It is intended that sufficient number of the Sumo Directors to form a quorum will attend in person. Further details can be found on pages 10-11 of the Scheme Document and the Lumi Virtual Meeting Guide, which is enclosed.

In light of the ongoing COVID-19 outbreak, it has been necessary to make some important changes to the way in which the Court Meeting will be conducted. To ensure the safety of all stakeholders, Sumo Shareholders (as defined in scheme document of Sumo Group plc (the Company) dated 16 August 2021 (the Scheme Document)) and other attendees will be able to attend the Court Meeting remotely via a virtual meeting platform provided by Lumi AGM UK Limited (the Virtual Meeting Platform) or physically in person. It is intended that sufficient number of the Sumo Directors to form a quorum will attend in person. Further details can be found on pages 10-11 of the Scheme Document and the Lumi Virtual Meeting Guide, which is enclosed.

**General Meeting Yellow Proxy Form**

Please read the Notice of General Meeting in Part Nine of the Scheme Document and the Notes before completing this proxy form.

Barcode	Event Code	IVC
<input type="text"/>	<input type="text"/>	<input type="text"/>

Please read the Notice of General Meeting in Part Nine of the Scheme Document and the notes below before completing this proxy form.

I/We, the undersigned, being a registered shareholder/registered shareholders of the Company, hereby appoint the Chair of the General Meeting, or

<input type="text"/>	<input type="text"/>
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(Please complete name of proxy in block capitals if not appointing Chair of the General Meeting (see note 6))

(Number of shares in respect of appointment (see note 7))

as my/our proxy to exercise all or any of my/our rights to attend via the Virtual Meeting Platform and submit written questions and vote in respect of my/our voting entitlement for me/us and on my/our behalf at the General Meeting of the Company to be held on 10 September 2021 and at any adjournment of it. I/We wish my/our proxy to vote as indicated on this form. Unless otherwise instructed, my/our proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting.

Please tick here to indicate that this proxy appointment is one of multiple appointments being made. On the appointment of more than one proxy, please refer to explanatory note 7.

Please indicate your vote by marking the appropriate box in black ink like this:

**SPECIAL RESOLUTIONS**

1. To give effect to the Scheme, as set out in the Notice of General Meeting, including giving the directors of the Company authority to take all necessary action to carry the Scheme into effect and the amendments to the articles of association of the Company

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This card should not be used for comments, change of address or queries. Please send a separate letter.

Signature	Date
<input type="text"/>	<input type="text"/>

**Court Meeting Blue Proxy Form**

By an order dated 13 August 2021 made in the matter of Sumo Group plc (the Company), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 16 August 2021 (the Scheme Document)) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (as amended) (the Scheme) between the Company and the holders of Scheme Shares (as defined in the Scheme Document) and that such meeting shall be held at 11.00 a.m. on 10 September 2021 (the Court Meeting).

Barcode	Event Code	IVC
<input type="text"/>	<input type="text"/>	<input type="text"/>

Please read the Notice of Court Meeting in Part Eight of the Scheme Document and the Notes before completing this proxy form.

I/We, the undersigned, being a registered shareholder/registered shareholders of the Company and entitled to vote at the Court Meeting, hereby appoint the Chair of the Court Meeting, or

<input type="text"/>	<input type="text"/>
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(Please complete name of proxy in block capitals if not appointing Chair of the Court Meeting (see note 6))

(Number of shares in respect of appointment (see note 7))

as my/our proxy to exercise all or any of my/our rights to attend via the Virtual Meeting Platform and submit written questions and/or any objections and vote in respect of my/our voting entitlement for me/us and on my/our behalf at the Court Meeting of the Company to be held on 10 September 2021 and at any adjournment of it. I/We wish my/our proxy to vote as indicated on this form. Unless otherwise instructed, my/our proxy may vote as he or she sees fit or abstain in relation to any business other than the resolution to approve the Scheme which may come before the Court Meeting.

Please tick here to indicate that this proxy appointment is one of multiple appointments being made. On the appointment of more than one proxy, please refer to explanatory note 7.

Please sign ONE of the boxes below in black pen.

**IMPORTANT:** 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 proxy form will be invalid.

FOR the Scheme Signature	AGAINST the Scheme Signature
<input type="text"/>	<input type="text"/>

This card should not be used for comments, change of address or queries. Please send a separate letter.

Date
<input type="text"/>

## Meeting arrangements

### Proxy form – explanatory notes

1. Terms defined in the Scheme Document shall apply equally in this form unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting are set out, together with explanatory notes, in the notice of Court Meeting contained in Part Eight of the Scheme Document. Before completing this form, please also read the section entitled “Action to be Taken” set out on pages 8 to 11 and in paragraphs 9 and 16 of Part Two of the Scheme Document.
2. In light of the measures implemented by the UK Government to address the ongoing COVID–19 pandemic, it is currently anticipated that attendance in person at the Court Meeting will not be unlawful. It is therefore intended that sufficient of the Sumo Directors to form a quorum will be present in person at the Court Meeting, observing any relevant social distancing guidelines in place on the date of the Court Meeting. In light of ongoing uncertainty as to any additional and/or alternative public health measures that may be put in place by the UK Government, and in order to protect the health and safety of the Company’s shareholders, directors, and other stakeholders while also maximising attendance, Scheme Shareholders will be able to attend the Court Meeting remotely via the Virtual Meeting Platform or to attend the Court Meeting physically in person. Scheme Shareholders are strongly encouraged to appoint the Chair of the Court Meeting to exercise all or any of his/her rights to vote on his/her behalf. The Chair of the Court Meeting is willing to be your proxy. Further details are set out in the Scheme Document.
3. If you wish to appoint any person(s) (who need not be a shareholder of the Company) as your proxy other than by electronic means, please detach the attached proxy form, fill it in and send it, along with any power of attorney or authority under which it is executed (or duly certified copy thereof), by post or, during normal business hours only, by hand, to the Company’s registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, to be received no later than 11.00 a.m. on 8 September 2021, (or if the Court Meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the adjourned Court Meeting). However, if not so lodged, this proxy form (together with any such authority, if applicable) may be completed and handed to the Chair (if attending in person) at any time before the start of the Court Meeting.
4. As an alternative to completing and returning this proxy form, you can appoint a proxy electronically by visiting [www.signalshares.com](http://www.signalshares.com). Full instructions are given on the website. For an electronic proxy appointment to be valid, the proxy appointment and instructions should be received by the Company’s registrars, Link Group, by no later than 11.00 a.m. on 8 September 2021 (or if the Court Meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the adjourned Court Meeting). Alternatively, if not so lodged by the cut–off time, this proxy form only may be completed and handed to the Chair (if attending in person) at any time before the start of the Court Meeting. Any electronic communication found to contain a computer virus will not be accepted.
5. Completion and return of the proxy form, or the appointment of a proxy electronically or through CREST, will not prevent you from remotely attending or voting at the Court Meeting or any adjournment thereof (in accordance with the arrangements described in the Scheme Document) if you wish, and are entitled to do so. You must inform the registrars in writing of any termination of the authority of a proxy. In the event of a poll on which a Scheme Shareholder votes through the Virtual Meeting Platform, his or her proxy votes will be excluded.
6. If you wish to appoint a person other than the Chair of the Court Meeting as your proxy, delete ‘the Chair of the Court Meeting’ in the proxy form and insert the name of the person you wish to appoint in the box provided. If necessary, please enter in the box next to the proxy holder’s name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank, the proxy will act on your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Unless you insert the proxy’s name in the space provided, you will be deemed to have appointed the Chair of the Court Meeting as your proxy. If you nominate another person as your proxy, but do not delete the words ‘the Chair of the Court Meeting’, the nominated person will be appointed as your proxy. If a Form of Proxy is returned but the nominated proxy does not attend the Court Meeting via the Virtual Meeting Platform, the Chair of the Court Meeting will not act in place of the nominated proxy.
7. 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 proxy form(s) may be obtained by contacting the Company’s registrars, Link Group on 0371 664 0321 (or +44 371 664 0321 from overseas). The helpline is open between 9.00 a.m. and 5.30 p.m. (UK time), Monday to Friday, excluding public holidays in England and Wales. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
8. If you hold Scheme Shares in uncertificated form through CREST and wish 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. The CREST message must be received by the Company’s registrars, Link Group, (participant ID RA10) not later than 11.00 a.m. on 8 September 2021, (or if the Court Meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the adjourned Court 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 the Company’s registrars, Link Group, is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Overleaf is how your address appears on the register of members of the Company. If this information is incorrect, please contact the Company’s registrars, Link Group, to request a change of address form on 0371 664 0321 (or +44 371 664 0321 from overseas). The helpline is open between 9.00 a.m. and 5.30 p.m. (UK time), Monday to Friday excluding public holidays in England and Wales.
10. To be valid, this form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, this form must be executed either in accordance with section 44 of the Companies Act 2006 or under the hand of an officer, attorney or other person duly authorised to sign it.
11. Unless otherwise instructed, a person appointed as proxy will exercise his/her discretion as to any business other than the resolution to approve the Scheme (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
12. In the case of joint holders of Scheme Shares, the vote of the first named holder shown on the register of members of the Company shall be accepted to the exclusion of the votes of the other joint holders.
13. As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
14. Only those shareholders registered in the register of members of the Company at 6.30 p.m. on 8 September 2021 shall be entitled to remotely attend, participate and vote at the Court Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members of the Company after 6.30 p.m. on 8 September 2021 (or if the Court Meeting is adjourned (excluding any part of a day that is not a business day) after 6.30 p.m. on the date which that is two days (excluding any part of a day that is not a business day) before the date fixed for the adjourned Court Meeting, shall be disregarded in determining the rights of any person to remotely attend and vote at the Court Meeting.
15. Alterations to the proxy form must be initialed by the person who signed it.
16. You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this form) to communicate with the Company for any reason other than those expressly stated.
17. The Company reserves the absolute right to refuse entry to the Court Meeting to any Scheme Shareholders, proxies or corporate representatives who attempt to attend in person.
18. If you have any questions regarding the completion of the proxy form, please contact, the Company’s registrars, Link Group, on 0371 664 0321 (or +44 371 664 0321 from overseas). 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. The helpline is open between 9.00 a.m. and 5.30 p.m. (UK time), Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any advice on the merits of the Scheme or give financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

## Meeting arrangements

### Proxy form – explanatory notes

1. Terms defined in the Scheme Document shall apply equally in this form unless the context otherwise requires. Full details of the resolution to be proposed at the General Meeting are set out, together with explanatory notes, in the notice of General Meeting contained in Part Nine of the Scheme Document. Before completing this form, please also read the section entitled “Action to be Taken” set out on pages 8 – 11 and in paragraphs 13 and 16 of Part Two of the Scheme Document.
2. In light of the measures implemented by the UK Government to address the ongoing COVID–19 pandemic, it is currently anticipated that attendance in person at the General Meeting will not be unlawful. It is therefore intended that sufficient of the Sumo Directors to form a quorum will be present in person at the General Meeting, observing any relevant social distancing guidelines in place on the date of the General Meeting. In light of ongoing uncertainty as to any additional and/or alternative public health measures that may be put in place by the UK Government, and in order to protect the health and safety of the Company’s shareholders, directors, and other stakeholders while also maximising attendance, Sumo Shareholders will be able to attend the General Meeting remotely via the Virtual Meeting Platform or to attend the General Meeting physically in person. Sumo Shareholders are strongly encouraged to appoint the Chair of the General Meeting to exercise all or any of his/her rights to vote on his/her behalf. The Chair of the General Meeting is willing to be your proxy. Further details are set out in the Scheme Document.
3. If you wish to appoint any person(s) (who need not be a shareholder of the Company) as your proxy other than by electronic means, please detach the attached proxy form, fill it in and send it, along with any power of attorney or authority under which it is executed (or duly certified copy thereof), by post or, during normal business hours only, by hand, to the Company’s registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, to be received no later than 11.15 a.m. on 8 September 2021, (or if the General Meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the adjourned General Meeting).
4. As an alternative to completing and returning this proxy form, you can appoint a proxy electronically by visiting [www.signalshares.com](http://www.signalshares.com). Full instructions are given on the website. For an electronic proxy appointment to be valid, the proxy appointment and instructions should be received by the Company’s registrars, Link Group, by no later than 11.15 a.m. on 8 September 2021 (or if the General Meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the adjourned General Meeting). Any electronic communication found to contain a computer virus will not be accepted.
5. Completion and return of the proxy form, or the appointment of a proxy electronically or through CREST, will not prevent you from remotely attending or voting at the General Meeting or any adjournment thereof (in accordance with the arrangements described in the Scheme Document) if you wish, and are entitled to do so. You must inform the registrars in writing of any termination of the authority of a proxy. In the event of a poll on which a Sumo Shareholder votes through the Virtual Meeting Platform, his or her proxy votes will be excluded.
6. If you wish to appoint a person other than the Chair of the General Meeting as your proxy, delete ‘the Chair of the General Meeting’ in the proxy form and insert the name of the person you wish to appoint in the box provided. If necessary, please enter in the box next to the proxy holder’s name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank, the proxy will act on your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Unless you insert the proxy’s name in the space provided, you will be deemed to have appointed the Chair of the General Meeting as your proxy. If you nominate another person as your proxy, but do not delete the words ‘the Chair of the General Meeting’, the nominated person will be appointed as your proxy. If a Form of Proxy is returned but the nominated proxy does not attend the General Meeting via the Virtual Meeting Platform, the Chair of the General Meeting will not act in place of the nominated proxy.
7. Any member of the Company is entitled to appoint a proxy in respect of some or all of their Sumo Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company’s registrars, Link Group on 0371 664 0321 (or +44 371 664 0321 from overseas). The helpline is open between 9.00 a.m. and 5.30 p.m. (UK time), Monday to Friday, excluding public holidays in England and Wales. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
8. If you hold Sumo Shares in uncertificated form through CREST and wish 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. The CREST message must be received by the Company’s registrars, Link Group, (participant ID RA10) not later than 11.15 a.m. on 8 September 2021, (or if the General Meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the adjourned General 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 the Company’s registrars, Link Group, is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Overleaf is how your address appears on the register of members of the Company. If this information is incorrect, please contact the Company’s registrars, Link Group, to request a change of address form on 0371 664 0321 (or +44 371 664 0321 from overseas). The helpline is open between 9.00 a.m. and 5.30 p.m. (UK time), Monday to Friday excluding public holidays in England and Wales.
10. To be valid, this form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, this form must be executed either in accordance with section 44 of the Companies Act 2006 or under the hand of an officer, attorney or other person duly authorised to sign it.
11. Unless otherwise instructed, a person appointed as proxy will exercise his/her discretion as to any business other than the resolution to give effect to the Scheme, as set out in the Notice of General Meeting, including the amendments to the articles of association of the Company (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
12. In the case of joint holders of Sumo Shares, the vote of the first named holder shown on the register of members of the Company shall be accepted to the exclusion of the votes of the other joint holders.
13. As an alternative to appointing a proxy, any Sumo Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
14. Only those shareholders registered in the register of members of the Company at 6.30 p.m. on 8 September 2021 shall be entitled to remotely attend, participate and vote at the General Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members of the Company after 6.30 p.m. on 8 September 2021 (or if the General Meeting is adjourned (excluding any part of a day that is not a business day) after 6.30 p.m. on the date which that is two days (excluding any part of a day that is not a business day) before the date fixed for the adjourned General Meeting, shall be disregarded in determining the rights of any person to remotely attend and vote at the General Meeting.
15. Alterations to the proxy form must be initialed by the person who signed it.
16. A vote withheld is not a vote in law, it has no legal effect and will not be counted in the calculation of the proportion of votes for or against a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
17. You may not use any electronic address provided either in the notice of General Meeting or any related documents (including this form) to communicate with the Company for any reason other than those expressly stated.
18. The Company reserves the absolute right to refuse entry to the General Meeting to any Sumo Shareholders, proxies or corporate representatives who attempt to attend in person.
19. If you have any questions regarding the completion of the proxy form, please contact the Company’s registrars, Link Group, on 0371 664 0321 (or +44 371 664 0321 from overseas). 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. The helpline is open between 9.00 a.m. and 5.30 p.m. (UK time), Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any advice on the merits of the Scheme or give financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.