



# Proxy Form

Distribution Finance Capital Holdings plc (the "Company")  
(Registered in England and Wales No. 11911574)

## 2020 ANNUAL GENERAL MEETING FORM OF PROXY

Form of Proxy for use by members of Distribution Finance Capital Holdings plc at the Annual General Meeting to be held at 187 Worlds End Lane, Orpington, BR6 6AT on 30 September 2020 at 12.00 p.m.

Voting ID

Task ID

Shareholder Reference Number

I/We being a member/members of the above-named Company, hereby appoint the Chairman of the meeting (see note 1 below) or:

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 12.00 p.m. on 30 September 2020 or at any adjournment thereof. I/We direct that my/our proxy will vote (or abstain from voting) on the resolutions set out in the Notice of Annual General Meeting as indicated below:

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to Note 3.

Please return this Form of Proxy in the reply-paid envelope provided to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA so as to arrive by 12.00 p.m. on 28 September 2020. Alternatively, you may appoint a proxy electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk), details of which are set out in note 9 of the Notice of Annual General Meeting or, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in the notes to the Notice Annual General Meeting.

Please note that the Form of Proxy issued on 4 June for the original postponed AGM is no longer valid and a new Form of Proxy is required for the 30th September AGM

### Resolutions Please mark 'X' to indicate how you wish to vote

	For	Against	Withheld		For	Against	Withheld
1. To receive the reports of the Directors and the Auditors and the audited accounts for the financial year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To elect Mark Stephens as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Carl D'Ammassa as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To elect Thomas Grathwohl as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Stephen Greene as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To elect Gavin Morris as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Haakon Stenrod as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To appoint Deloitte as Auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect John Baines as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Directors to determine the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Carole Machell as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
* Special Resolution				13. Authority to disapply statutory pre-emption rights*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note that a "vote withheld" is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

### PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED

Signature of shareholder or common seal/signature of duly authorised officer of corporate shareholder *Note: If joint shareholders, only one joint holder need sign.*

Print Name

Date



**NOTES**

1. A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint as your proxy a person of your own choice by inserting their name in the space provided. **However, given the impact of COVID-19 on the Annual General Meeting which, as outlined in the Notice of Meeting is being held as a closed meeting, you are strongly advised to appoint the Chairman, to ensure that your votes will be counted.** If no name is inserted in the space provided the Chairman will be deemed appointed as the proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which he 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.)
2. Please write your full name clearly in BLOCK CAPITALS on the card.
3. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline 0371 384 2030 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are 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 must be signed and should be returned together in the same envelope.
4. Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the Annual General Meeting (including any motion to amend any resolution or to adjourn the Meeting) the proxy will vote or abstain at his or her discretion.
5. To be valid, this Form of Proxy and the power of attorney or other written authority (if any) under which it is signed or a notarially certified copy of such power or authority must be received by Equiniti by not later than 12.00 on 28 September 2020.
6. Completion and return of this Form of Proxy will not prevent a member from attending and voting at the Annual General Meeting. **However, under the COVID-19 measures that have been put in place by the UK Government and as advised in the Notice of Meeting, the Annual General Meeting will be held as a closed meeting and you are, therefore, prohibited from attending, and will be refused entry to, the Annual General Meeting.**
7. In the case of a corporate shareholder, this Form of Proxy should either be executed by the company under seal or signed by a Director or a duly authorised officer or attorney.
8. In the case of joint holders, the vote of the first-named in the register of members of the Company will be accepted to the exclusion of that of other joint holders.

