

**Distribution Finance Capital Holdings plc (the "Company")**

(Registered in England and Wales No. 11911574)

**GENERAL MEETING  
FORM OF PROXY**

Form of Proxy for use by members of Distribution Finance Capital Holdings plc at the General Meeting to be held at The Old Vicarage, Church Hill, Ellesmere, Shropshire SY12 0HB on 22 February 2021 at 10.00 a.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 vote on my/our behalf at the General Meeting of the Company to be held at The Old Vicarage, Church Hill, Ellesmere, Shropshire SY12 0HB on 22 February 2021 at 10.00 a.m. (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 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 10.00 a.m. on 18 February 2021. 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 7 of the Notice of 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 notes 8 to 11 to the Notice of General Meeting.

| RESOLUTIONS   | For | Against | Vote withheld |
|---|-----|---------|---------------|
| <b>ORDINARY RESOLUTION</b>  |     |         |               |
| 1. To authorise the Directors to allot shares under section 551 of the Companies Act 2006 |     |         |               |
| <b>SPECIAL RESOLUTION</b>   |     |         |               |
| 2. To disapply statutory pre-emption rights under section 570 of the Companies Act 2006   |     |         |               |

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. 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 General Meeting which, as outlined in the Notice of Meeting is being held as a closed meeting and you are, therefore, prohibited from attending, and will be refused entry to, the General Meeting, so 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 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 10.00 a.m. on 18 February 2021.
6. 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.
7. 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.