

Electric Guitar PLC

Incorporated and registered in England and Wales with Registered No. 13288812

You can register your vote(s) online for the Annual General Meeting at www.shareregistrars.uk.com Click on the "Proxy Vote" button and then follow the on-screen instructions

Please note that you must submit your vote by 10 a.m. on 22 October 2024

User Name	Access Code

FORM OF PROXY

For use at the Annual General Meeting to be held at One, Bartholomew Close, London, England, EC1A 7BL on Thursday, 24 October 2024 at 10 a.m.

I/We being a member of Electric Guitar PLC (the 'Company') and entitled to vote at the Annual General Meeting, hereby appoint the Chairman of the meeting or

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as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held at the One, Bartholomew Close, London, England, EC1A 7BL on Thursday, 24 October 2024 at 10 a.m., and at any adjournment thereof.

Please indicate with an X in the appropriate space opposite each resolution how you wish your vote to be cast.

ORDINARY RESOLUTIONS	For	Against	Vote Withheld
1. To receive and adopt the Company's audited Annual Report and Financial Statements for the year ended 31 March 2024, together with the Reports of the Directors and auditor.			
2. To approve the Annual Report on Directors' Remuneration for the year ended 31 March 2024.			
3. To appoint Johnsons Chartered Accountants as auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.			
4. To authorise the Audit Committee, for and on behalf of the Directors, to determine the auditor's remuneration.			
5. To re-elect Grahame Cook as a Director.			
6. To re-elect Caroline Worboys as a Director.			
7. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 as amended (the "Act"), to exercise all the powers of the Company to allot Ordinary shares in the Company and to grant rights to subscribe for or to convert any security into Ordinary shares in the Company up to an aggregate nominal amount of £608,142 equivalent to 121,628,426 Ordinary shares (being 50 percent of the issued Ordinary share capital of the Company on 27 September 2024 (excluding treasury shares) provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or 31 December 2025, whichever is earlier, save that the Company may before such expiry make one or more offers or agreements which would or might require relevant			

<p>securities to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot relevant securities or grant rights to subscribe for or convert securities into shares in pursuance of such offers or agreements as if the authority conferred hereby had not expired.</p>			
<p>SPECIAL RESOLUTIONS</p>			
<p>8. THAT, subject to the passing of Resolution 7 above, the Directors be and are hereby authorised to allot equity securities (as defined in Section 560(1) of the Act) for cash pursuant to the authority given by Resolution 7, or to sell equity securities held by the Company as treasury shares, for cash as if Section 561(1) of the Act did not apply to any such allotment or sale, in each case:</p> <p>(a) in connection with a pre-emptive offer; and</p> <p>(b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £608,142 (being 50 percent of the issued Ordinary Share capital of the Company as at 27 September 2024 being the latest practicable date prior to the publication of this notice of meeting, excluding shares held in treasury);</p> <p>such authority to expire at the end of the Annual General Meeting of the Company in 2025 or at the close of business on 31 December 2025, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.</p>			
<p>9. THAT the Company be generally and unconditionally authorised for the purposes of Section 701 of the 2006 Act to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of Ordinary shares of £0.005 each in the capital of the Company (“Ordinary shares”) in such manner and upon such terms as the Directors may from time to time determine, provided that:</p> <p>a) the maximum number of Ordinary shares which may be purchased is 36,464,202 (being approximately 14.99% of the issued share capital of the Company as at 27 September 2024 (being the latest practicable date prior to the publication of this notice of meeting, excluding shares held in treasury));</p> <p>b) the minimum price which may be paid for an ordinary share is £0.005 (being the nominal value of an Ordinary share) exclusive of associated expenses;</p> <p>c) the maximum price which may be paid for an Ordinary share is an amount equal to the higher of:</p> <p>i. 105 per cent of the average of the closing price of an Ordinary share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary share is contracted to be purchased; and</p> <p>ii. the higher of the price of the last independent trade of an Ordinary share and the highest current bid for an Ordinary share on the trading venue where the purchase is carried out (exclusive of associated expenses); and</p> <p>d) the authority to purchase shares hereby conferred shall expire at the end of the Company’s Annual General Meeting in 2025 or at the close of business on 31 December 2025, whichever is the earlier, save that the Company may make a contract to purchase Ordinary shares under this authority before the expiry of the authority which will or may be completed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.</p>			
<p>10. THAT a General Meeting (other than an annual general meeting) may be called on not less than 14 clear days’ notice.</p>			

Enter number of shares in relation to which your proxy is authorised to vote
or leave it blank to authorise your proxy to act in relation to your entire holding

Please also tick this box if you are appointing more than one proxy

Signature(s)

Date

Please return this form to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX
to arrive no later than 10.00 a.m. on 22 October 2024.

There is no need to return this form if you have voted online.

Notes

1. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf by completing the form of proxy. A proxy need not be a member of the Company. If you wish to appoint a proxy other than the Chairman, you should delete the words 'the Chairman of the meeting or' and enter the name of the proxy where indicated on the form of proxy. Your changes should be initialled. If you sign and return the form of proxy with no name of your proxy inserted where indicated, the Chairman of the meeting will be deemed to be your proxy.
2. You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy you may photocopy this form of proxy. Please mark the box on the form of proxy above with an "X" to indicate that the proxy appointment is one of multiple instructions being given and insert in the box where indicated the number of shares in relation to which they are entitled to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you). All Forms of Proxy must be signed.
3. Appointment of a proxy (or submission of a CREST Proxy Instruction, as described in the notice of the Annual General Meeting) does not preclude a member from attending the meeting and voting in person.
4. Any alteration to this Form of Proxy must be initialled.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, those shareholders registered in the Register of Members of the Company at 10.00 a.m. on 22 October 2024 or, in the event that the meeting is adjourned, in the Register of Members 48 hours (ignoring any part of a day that is not a working day) before the start of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after such time(s) and date(s) (as applicable) shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. To be effective, this form of proxy, duly completed, must be lodged with Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for the meeting (being 10.00 a.m. on 24 October 2024) or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney.
7. If you want your proxy to vote in a certain way on the resolutions specified please place a mark ("X") in the "For", "Against" or "Withheld" box for the relevant resolution. The "Withheld" option is provided to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" any particular resolution. In the absence of instructions, the person(s) you have appointed as your proxy(ies) may vote as they choose or may decide not to vote at all and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the Annual General Meeting.
8. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the Corporation. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the Annual General Meeting.