Proxy Form
S4Capital plc
Incorporated and registered in England and Wales under number 10476913

Name and address of shareowner (please complete)

Number of shares

ANNUAL GENERAL MEETING (the ‘Meeting’) of S4CAPITAL PLC (the ‘Company’) to be held electronically and at Media.Monks, 15 Bonhill Street, London EC2A 4DN.

Before completing this form, please read the explanatory notes following this Proxy Form.

I/We being a member of the Company appoint [ ] or the Chairman of the Meeting to act as my/our proxy to attend and vote on my/our behalf at the Meeting to be held at 12 noon on 6 June 2024 and at any adjournment thereof. I/We have indicated with an “X” how I/we wish my/our votes to be cast on the following resolutions. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to the specific resolutions and any other business of the Meeting including amendments to resolutions.

If you wish to vote ‘For’ all the resolutions, in accordance with the Board’s recommendation, tick here [ ] and then sign and date the Proxy Form below.

RESOLUTIONS

1. To receive the Annual Report and Accounts for the year ended 31 December 2023

2. To approve the Directors’ Remuneration Report

3. To re-elect Sir Martin Sorrell as a Director

4. To re-elect Daniel Pinto as a Director

5. To re-elect Elizabeth Buchanan as a Director

6. To re-elect Margaret Ma Connolly as a Director

7. To re-elect Mary Basterfield as a Director

8. To re-elect Naoko Okumoto as a Director

9. To re-elect Peter Miles Young as a Director

10. To re-elect Rupert Faure Walker as a Director

11. To re-elect Susan Prevezer as a Director

12. To re-elect Colin Day as a Director

13. To re-appoint PricewaterhouseCoopers LLP as auditors

14. To authorise the Directors to fix the remuneration of the auditors

15. To authorise the Directors generally to allot Ordinary Shares

16. To authorise the Company to purchase its own shares

17. To authorise the Company to enable the Company to call general meetings, other than an Annual General Meeting, on reduced notice

* denotes a special resolution

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 or secretary).
Notes to the Proxy Form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from participating in the Meeting and voting, either in person or electronically. If you have appointed a proxy and participate in the Meeting, your proxy appointment will automatically be terminated.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, insert their full name in the box. If you sign and return this Proxy Form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate Proxy Form in relation to each appointment. Additional Proxy Forms may be obtained by contacting the Company’s registrar or Company Secretary.

5. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

6. The Company is enabling shareowners to attend and participate in the Meeting electronically, should they wish to do so. The user guide can be found in the Notice of Meeting. The Meeting ID is [147-308-643] and your unique username and access code can be found on this Proxy Form.

7. To be valid for the Meeting, a Proxy Form should be completed, signed and lodged (together with any power of authority or any other authority under which it is signed or a duly certified copy of such power of authority) with the Company’s registrar:

   • Online at www.shareregistrars.uk.com, click on the “Proxy Vote” button and then follow the on-screen instructions. Your username and access code can be found on this Proxy Form; or

   • by post to Share Registrars Limited, 7 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.

   no later than 12 noon on 4 June 2024.

8. To direct your proxy how to vote on the resolutions mark the appropriate box with an ‘X’. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his, her or their discretion. To abstain from voting on a resolution, mark the box “Abstain”. An abstention is not a vote in law which means that the vote will not be counted in the calculation of votes “for” and “against” the resolution.

9. A proxy will act in his, her or their discretion in relation to any business, other than that above, at the Meeting (including any resolution to amend a resolution or to adjourn the Meeting).

10. In the case of a corporation, this proxy form must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.

11. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.

12. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Issuer’s agent (ID number 7RA36) not later than 48 hours before the time appointed for holding the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which an issuer’s agent is able to retrieve the message. 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.

13. Any alterations to this form should be initialled.

To be effective, all votes must be lodged in accordance with Note 7 above.