

Gear4music (Holdings) plc

Proxy Form

I/We being a member of the Company, hereby appoint the Chairman of the meeting, or (see note 2 and 3)

Name of proxy (BLOCK CAPITALS)

Number of shares proxy appointed over _____

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 10.30 am on 9 September 2022 at the Company's offices at Holgate Park Drive, York YO26 4GN on the following resolutions to be submitted to the meeting and at any adjournment of the meeting, and any other business which may properly come before the meeting and any such adjournment.

Please tick the box if you are appointing more than one proxy (see note 3):

I/We have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolutions:

		FOR	AGAINST	VOTE WITHHELD
1	To adopt and receive the annual report and the audited accounts of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To adopt and receive the directors' remuneration report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-appoint Andrew Wass as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-appoint Dean Murray as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To re-appoint Harriet Williams as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To re-appoint Grant Thornton UK LLP as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To authorise the audit committee to determine the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To authorise the directors to allot securities up to an aggregate nominal amount of £699,231.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	To authorise the directors to allot securities for cash and to disapply statutory pre-emption rights up to an aggregate nominal amount of £104,885.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	To authorise the directors to allot securities for cash and to disapply statutory pre-emption rights up to an aggregate nominal amount of £104,885 in connection with an acquisition or other capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature _____

Date _____

Print Name _____

**Joint holders
(if any)**

Signature _____

Signature _____

Date _____

Date _____

Signature _____

Signature _____

Date _____

Date _____

NOTES TO THE PROXY FORM:

- 1 You can only appoint a proxy using the procedures set out in these notes and the notes to the notice of the AGM.
- 2 Registered Shareholders are entitled to attend, speak and vote, either in person or by proxy, at general meetings of the Company.
- 3 You may delete the words "the Chairman of the meeting" and insert the name of your own choice of proxy, who need not be a member of the Company. 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 (an) additional proxy form(s) may be obtained by photocopying this form. Please indicate in the space below the proxy holder's name 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 of proxy must be signed and should be returned together in the envelope provided.
- 4 In the absence of any instructions on the resolutions referred to above, your proxy will vote as he or she thinks fit or abstain (i.e. can decide not to vote at all). Your proxy must vote in accordance with any instructions given by you.
- 5 Your proxy will also vote or abstain as he or she thinks fit on any other matter properly coming before the meeting, including on any resolution to amend a resolution or to adjourn the meeting. Proxies may vote on a show of hands and on a poll.
- 6 To abstain from voting on a resolution, put an 'X' in the "vote withheld" column against the relevant resolution(s). A "vote withheld" 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.
- 7 To be valid this proxy form must be completed and signed and reach the Company's Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL not later than 10.30 am on 7 September 2022.
- 8 In the case of joint registered holders, any joint holder may sign this proxy form, but the vote of the person whose name appears first in the register of members of the Company in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies.
- 9 In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation. If this proxy form is executed under a power of attorney or other authority, the power of attorney and other authority (or a duly certified copy of it) must be lodged with Link Group with the proxy form.
- 10 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.
- 11 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 8.00 pm on 7 September 2022 (or, in the case of an adjourned meeting, the day which is two business days before the day of the adjourned meeting). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 12 You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated (if any).