

**Reconstruction Capital II Limited**  
**Form of Proxy for the Annual General Meeting on [●] 2023**

I/We

.....(block

capitals)

of

.....

being a member of Reconstruction Capital II Limited (the "Company"), hereby appoint the chairman of the meeting (see note 4 below)

in respect of .....ordinary shares held by me/us in the Company as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at the offices of Apex Group Fiduciary Services Limited at IFC 5, St Helier, Jersey JE4 5UT at 10.00am on [●] 2023 and at any adjournment of the meeting, on the following resolutions as indicated by an 'X' in the appropriate box, and on any other resolutions as he thinks fit:

		For	Against	Vote Withheld
Resolution 1	As a special resolution, to approve the cancellation of admission to trading on AIM (the market of that name operated by London Stock Exchange plc) of the ordinary shares of €0.01 each and any action to effect such cancellation			
Resolution 2	As an ordinary resolution to be passed in accordance with the existing articles of association, to continue with the life of the Company as constituted until the next continuation vote			
Resolution 3	As a special resolution, conditional upon Resolution 1 being approved and the Cancellation becoming effective, to approve the adoption of a new memorandum of association and articles of association in substitution for the existing memorandum of association and articles of association of the Company			
Resolution 4	As an ordinary resolution, to receive the balance sheet and auditors' report for the period ending 31 December 2022 and to ratify those circulated for prior years up to and including 31 December 2021.			

Dated.....

Signature.....

Telephone number.....

## NOTES

1. To be valid, completed forms must be returned to the Company by one of the following methods:
  - (a) in hard copy form by post, by courier or by hand to the Company at Apex Group Fiduciary Services Limited at IFC 5, St Helier, Jersey JE4 5UT; or
  - (b) by email to [jon.fitzmaurice@apexfs.group](mailto:jon.fitzmaurice@apexfs.group)and in each case must be received by the Company before the time fixed for the meeting. If someone else signed the form on your behalf you or that person must send the power of attorney or other written authority under which it is signed to the Company's Registrars so that it is received before the time fixed for the meeting.
2. A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing.
3. This form enables you to instruct your proxy how to vote, whether on a show of hands or on a poll, on the resolutions to be proposed at the meeting. If you want your proxy to vote in a certain way on the resolutions specified please place an 'X' in the relevant boxes. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution; however it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting, provided each proxy is appointed to exercise rights in respect of different shares. The appointment of the chairman as proxy has been included for convenience. If you wish to appoint any other person or persons as proxy or proxies delete the words "the chairman of the meeting" and add the name and address of the proxy or proxies appointed. If you do not delete such words and you appoint a proxy or proxies, the chairman shall not be entitled to vote as proxy. If your proxy is being appointed in relation to less than your full voting entitlement, the number of shares in respect of which each such proxy is to vote must be specified. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
5. To appoint more than one proxy, please photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
7. Returning the form of proxy will not prevent you from attending the meeting and voting in person.
8. You may not use any electronic address provided either in this form of proxy or any related documents (including the notice of meeting) to communicate with the Company for any purposes other than those expressly stated.
9. Shareholders whose shares are not in their own name and who are holding their shares through Euroclear or Clearstream should not execute the form of proxy. In such case, please ask your custodian bank to instruct Euroclear or Clearstream accordingly, as such forms are only valid if executed by, or on behalf of, the registered holder of the shares. If you are submitting forms through Euroclear or Clearstream there may be earlier deadlines than the one stated in the notice of the annual general meeting so you should contact your custodian bank or broker for information in this regard.
10. If your shares are registered in the name of your custodian or broker, then the custodian or broker must sign and complete this form of proxy.