

Augean plc (the "Company")

IN THE HIGH COURT OF JUSTICE, BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
(COMPANIES COURT (CHD)) IN THE MATTER OF AUGEAN PLC
and
IN THE MATTER OF A SCHEME OF ARRANGEMENT PURSUANT TO PART 26 OF THE COMPANIES
ACT 2006

Computershare

All Correspondence to:
Computershare Investor Services plc
c/o The Pavilions, Bridgwater Road,
Bristol, BS99 6AH

Attendance Card

For use at the meeting convened by the Court (the "Court Meeting") of the holders of Scheme Shares (as defined in the scheme document issued by the Company on 16 August 2021 (the "Scheme Document")) to be held at 10:30 a.m. on 9 September 2021 at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW.

Please detach this portion before posting this Form of Proxy.

Form of Proxy – Court Meeting to be held on 9 September 2021 at 10:30 a.m.

Please read the notice of the Court Meeting (the "Notice") set out at pages 93 to 96 of the Scheme Document accompanying this form of proxy and the notes below before completing this form.



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917383

SRN:

PIN:



View the Notice and the Scheme Document online: www.augeanplc.com/offer/

Register at www.investorcentre.co.uk/eproxy to elect for electronic communications & manage your shareholding online!

If you wish to appoint a proxy, please deliver this Form of Proxy by post or, during normal business hours, by hand, to the Company's Registrar (at the addresses specified in Explanatory Note 9 below) so as to be received by no later than 10:30 a.m. on 7 September 2021 (or, in the case of an adjourned meeting, by not later than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting), or alternatively hand this Form of Proxy to a representative of Computershare on behalf of the Chair of the Court Meeting or to the Chairman of the Court Meeting at the venue of the Court Meeting, before the start of the Court Meeting (or any adjournment thereof).

Explanatory Notes:

- Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Scheme Document. All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meanings set out in the Scheme Document.
- Every Scheme Shareholder who is entitled to attend and vote at the Court Meeting has the right to appoint some other person(s) of his choice, who need not be a Scheme Shareholder, as his proxy to exercise all or any of his rights, to attend and vote on a poll on his behalf at the Court Meeting (and at any adjournments thereof). If you wish to appoint a person other than the Chairman of the Court Meeting, please insert the name of your chosen proxy holder in the space provided (see reverse). 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 Scheme Shares in relation to which they are authorised to act as your proxy. If that box is 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 Scheme Shareholder, the full voting entitlement for that designated account). Your proxy will vote as you indicate.
- To appoint more than one proxy, additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0)370 889 3205 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of Scheme Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking 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.
- Only those members registered in the register of members of the Company as at 6.00 p.m. on 7 September 2021 or, if the Court Meeting is adjourned, 6.00 p.m. on the date which is two days (excluding non-working days) before the date of the adjourned meeting, shall be entitled to attend and vote at the Court Meeting in respect of the number of Scheme Shares registered in their names at the relevant time. Changes to entries on the register of members of the Company after the relevant time will be disregarded in determining the rights of any person to attend and vote at the Court Meeting, or at any adjournment thereof.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0)370 889 3205 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- This Form of Proxy must be signed in order to be valid. Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a Scheme Shareholder from attending, speaking and voting in person or remotely via the Virtual Meeting Platform at the Court Meeting or any adjournment thereof. Attending and voting in person will override any previously lodged proxy.
- In the case of joint holders of any Scheme Share, the vote of the senior who tenders the vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the Scheme Share in respect of the joint holding.
- If you wish to return this Form of Proxy by post, please complete and sign this Form of Proxy and return it to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6AH. If you wish to return this Form of Proxy by hand (during normal business hours), please complete and sign this Form of Proxy and hand it to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, United Kingdom. To be valid, proxies must be received by Computershare Investor Services plc by no later than 7 September 2021 at 10:30 a.m., or in the case of an adjourned meeting, by not later than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting. You may also hand this Form of Proxy to a representative of Computershare on behalf of the Chair of the Court Meeting or to the Chairman of the Court Meeting at the venue of the Court Meeting, before the start of the Court Meeting (or any adjournment thereof).
- 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 3RA50) not later than 7 September 2021 at 10:30 a.m., or in the case of an adjourned meeting, by not later than 48 hours (excluding non-working days) before the time appointed for holding such adjourned 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 the 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 Services.
- If you have any questions relating to the completion and return of this Form of Proxy, please call the helpline provided by Computershare Investor Services plc on 0370 889 3205 (if calling from within the UK) or +44 (0)370 889 3205 (if calling from outside the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.30 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
- The COVID-19 situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of shareholder meetings during the affected period. Any changes to the arrangements for the Court Meeting will be communicated to Scheme Shareholders and Augean Shareholders before the Court Meeting through Augean's website at <https://www.augeanplc.com/offer/> and by announcement through a Regulatory Information Service.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services plc accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed **only** if voting in person at the Court Meeting.

PLEASE SIGN THE APPROPRIATE BOX BELOW EITHER FOR OR AGAINST THE SCHEME

RESOLUTION

That the Scheme between the Company and the Scheme Shareholders, a print of which has been produced to this meeting and, for the purposes of identification signed by the chairman hereof, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Augean plc and Antwerp Management Limited, be approved.

FOR the Scheme

AGAINST the Scheme

Signature

Signature

Date this form below

Dated this _____ day of _____ 2021

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

In the case of a corporation, a letter of representation will be required in accordance with the articles of incorporation of the Company unless this has already been lodged at registration.



Form of Proxy

Please complete the box below only if you wish to appoint a third party proxy other than the Chairman.

Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

Insert in this box the number of Scheme Shares in relation to which your proxy is entitled to act, in the event that this is lower than your total holding of Scheme Shares.

I/We hereby appoint the Chairman of the Court Meeting OR the person indicated in the box above as my/our proxy to attend and vote on a poll in respect of my/our voting entitlement* on my/our behalf at the Court Meeting of Augean plc to be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW on **9 September 2020 at 10:30 a.m.**, and at any adjourned meeting for the purposes of considering and, if thought fit, approving (with or without modification) the proposed scheme of arrangement (the "Scheme") in accordance with the terms of the notice convening the Court Meeting dated 16 August 2021 and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

* For the appointment of more than one proxy, please refer to Explanatory Note 3 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a black pen.

IMPORTANT: if you wish to vote for the Scheme, sign the box marked "FOR the Scheme", or if you wish to vote against the Scheme, sign the box marked "AGAINST the Scheme".

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THE FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID.

RESOLUTION

That the Scheme between the Company and the Scheme Shareholders, a print of which has been produced to this meeting and, for the purposes of identification signed by the chairman hereof, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Augean plc and Antwerp Management Limited, be approved.

I/We instruct my/our proxy as indicated below.

FOR the Scheme

AGAINST the Scheme

Signature

Signature

Date

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

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, secretary).

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Attendance Card

Please detach this portion before posting this Form of Proxy.

Form of Proxy – General Meeting to be held on 9 September 2021 at 10:45 a.m.

Please read the notice of the General Meeting (the “Notice”) set out at pages 97 to 102 of the shareholder circular issued by the Company on 16 August 2021 (the “Scheme Document”) accompanying this form of proxy and the notes below before completing this form.



Cast your Proxy online...It’s fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917384

SRN:

PIN:



View the Notice and the Scheme Document online: www.augeanplc.com/offer

Register at www.investorcentre.co.uk/eproxy to elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company’s registrars at:
Computershare Investor Services plc, c/o The Pavilions, Bridgwater Road, Bristol BS99 6AH by 7 September 2021 at 10:45 a.m.**

Explanatory Notes:

1. Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Scheme Document. All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meanings set out in the Scheme Document.
2. Every Augean Shareholder who is entitled to attend and vote at the General Meeting has the right to appoint some other person(s) of their choice, who need not be an Augean Shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman of the General Meeting, please insert the name of your chosen proxy holder in the space provided (see reverse). 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 Augean Shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a Augean Shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
3. To appoint more than one proxy, additional proxy form(s) may be obtained by contacting the Registrar’s helpline on +44 (0) 370 889 3205 or you may photocopy this form. Please indicate in the box next to the proxy holder’s name (see reverse) the number of Augean Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking 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. The ‘Vote Withheld’ option overleaf 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.
5. 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 6.00 pm on 7 September 2021, or, if the General Meeting is adjourned, 6.00 pm on the date which is two days (excluding non-working days) before the time fixed for the adjourned meeting. Changes to entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting, or at any adjournment thereof.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar’s helpline on +44 (0) 370 889 3205 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
7. This Form of Proxy must be signed in order to be valid. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending, speaking and voting in person at the General Meeting, and accessing, following the business of and submitting written questions via the Virtual Meeting Platform (but not voting at the General Meeting via the Virtual Meeting Platform)
9. In the case of joint holders of any Augean Share, the vote of the senior who tenders the vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the Augean Share in respect of the joint holding.
10. If you wish to return this Form of Proxy by post, please complete and sign this Form of Proxy and return it to Computershare Investor Services plc, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6AH. If you wish to return this Form of Proxy by hand (during normal business hours), please complete and sign this Form of Proxy and hand it to Computershare Investor Services plc, c/o The Pavilions, Bridgwater Road, Bristol, BS13 8AE, United Kingdom. To be valid, proxies must be received by Computershare Investor Services plc by no later than 7 September 2021 at 10:45 a.m. or in the case of an adjourned meeting, by not later than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting.
11. 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 3RA50) not later than 7 September 2021 at 10:45 a.m. or in the case of an adjourned meeting, by not later than 48 hours (excluding non-working days) before the time appointed for holding such adjourned 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 the Computershare 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 Services.
12. To allow effective continuation of the meeting (or any adjourned meeting) if it is apparent to the Chairman that no Augean Shareholders will be present in person or by proxy, other than by proxy in the Chairman’s favour, the Chairman may appoint a substitute to act as proxy in their stead for a Augean Shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.
13. If you have any questions relating to the completion and return of this Form of Proxy, please call the helpline provided by Computershare Investor Services plc on 0370 889 3205 (if calling from within the UK) or +44 (0)370 889 3205 (if calling from outside the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.30 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
14. The COVID-19 situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of shareholder meetings during the affected period. Any changes to the arrangements for the General Meeting will be communicated to Scheme Shareholders and Augean Shareholders before the General Meeting through Augean’s website at <https://www.augeanplc.com/offer/> and by announcement through a Regulatory Information Service.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services plc accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed **only** if voting in person at the General Meeting.

SPECIAL RESOLUTION

1. THAT for the purpose of giving effect to the Scheme:

For Against Vote Withheld

- a) for the purpose of giving effect to the scheme of arrangement dated 16 August 2021 between Augean plc (the "Company") and the holders of the Scheme Shares (as defined in the said scheme), a print of which has been produced to this meeting and for the purpose of identification signed by the Chair hereof, in its original form or subject to any modification, addition or condition agreed between the Company and Bidco and approved or imposed by the Court (the "Scheme"), the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- b) with effect from the passing of this resolution, the articles of association of the Company be amended as set out in the Notice of General Meeting at Part X of the Scheme Document; and
- c) subject to and conditional upon the Scheme becoming effective, pursuant to section 97 of the Companies Act 2006, the Company be re-registered as a private limited company with the name "Augean Limited" to take effect following approval by the Registrar of Companies.

Date this form below

Dated this _____ day of _____ 2021

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

Signature

In the case of a corporation, a letter of representation will be required in accordance with the articles of incorporation of the Company unless this has already been lodged at registration.

Form of Proxy

Please complete the box below only if you wish to appoint a third party proxy other than the Chairman.

Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

Insert in this box the number of Augean Shares in relation to which your proxy is entitled to act, in the event that this is lower than your total holding of Augean Shares.

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf at the General Meeting of Augean plc to be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW on **9 September 2021 at 10:45 a.m.**, and at any adjournment thereof to vote for me/us and in my/our name(s) as indicated below.

* For the appointment of more than one proxy, please refer to Explanatory Note 3 (see front).

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

SPECIAL RESOLUTION

1. THAT for the purpose of giving effect to the Scheme:

For Against Vote Withheld

- a) for the purpose of giving effect to the scheme of arrangement dated 16 August 2021 between Augean plc (the "Company") and the holders of the Scheme Shares (as defined in the said scheme), a print of which has been produced to this meeting and for the purpose of identification signed by the Chair hereof, in its original form or subject to any modification, addition or condition agreed between the Company and Bidco and approved or imposed by the Court (the "Scheme"), the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- b) with effect from the passing of this resolution, the articles of association of the Company be amended as set out in the Notice of General Meeting at Part X of the Scheme Document; and
- c) subject to and conditional upon the Scheme becoming effective, pursuant to section 97 of the Companies Act 2006, the Company be re-registered as a private limited company with the name "Augean Limited" to take effect following approval by the Registrar of Companies.

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

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, secretary).

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

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