Proxy Form

Northern Bear PLC
Company Number: 5780581

Before completing this form, please read the explanatory notes below.

Proxy form for use at the General Meeting of the Company to be held at Derwent House, Lakeside Court, Fifth Avenue Business Park, Team Valley, Gateshead, NE11 0NL on 22 December 2026 at 10:00 am.

I/We ..... of .....

.....

the undersigned, being (a) member(s) of the Company, hereby appoint the chairman of the meeting/

(Notes 5 and 7) ..... of .....

.....

as my/our proxy to vote for me/us on my/our behalf as indicated below at the General Meeting of the Company to be held on 22 December 2026 and at every adjournment thereof.

I/We desire my/our votes to be cast in respect of the resolutions to be proposed at the meeting as follows (Note 8):

Resolution	For	Against	Vote Withheld
To approve the Agreement (constituted by the Tender Offer) and authorise the Company to buy back its own shares in accordance with the terms of the Tender Offer.			

Signed: ..... Dated: 2026

Notes:

1. This proxy form should be completed in BLOCK CAPITALS. Any amendments to it should be initialled.
2. Defined terms used in this proxy form shall, unless the context otherwise requires, have the same meaning given in the circular accompanying this proxy form (of which the notice of meeting forms part).
3. 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 and in the notes to the notice of the meeting.
4. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. A proxy does not need to be a member of the Company but must attend the meeting to represent you. 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. If you wish to appoint a person other than the chairman of the meeting as a proxy you should insert here their full name and address and delete the words “the chairman of the meeting”. 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.
6. To appoint a proxy using this form, the form must be:
   - completed and signed;
   - sent or delivered to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
   - received by MUFG Corporate Markets no later than 10:00 am on 18 December 2026.
7. You may appoint more than one proxy, provided that 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 using this proxy form, it should be photocopied and completed for each proxy holder. In relation to each proxy who is being appointed, please enter (after the proxy’s address) the number of shares in relation to which they are authorised to act as your proxy. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by you will result in the proxy appointment being invalid.
8. To direct your proxy how to vote on the resolutions, mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
9. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
10. In the case of a member which is a company, this proxy form must be executed under its common seal (if applicable) or signed on its behalf by an officer of the company or an attorney for the company.
11. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
12. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
13. 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.
14. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of the meeting.