

# FORM OF PROXY – HOTEL CHOCOLAT GROUP PLC (the “Company”) – COURT MEETING

(incorporated and registered in England and Wales under registration number 08612206)

Form of Proxy for use by holders of ordinary shares of 0.1 pence each (the “**Ordinary Shares**”) in the capital of the Company at the meeting convened by the High Court of Justice of England and Wales by an order dated 13 December 2023 to be held at Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on 16 January 2024 at 11.30 a.m. and any adjournment thereof (the “**Court Meeting**”) for the purpose of considering and, if thought fit, approving (with or without modification) the proposed scheme of arrangement to be made pursuant to Part 26 of the Companies Act 2006 (the “**Scheme**”) referred to in the notice convening the Court Meeting dated 14 December 2023 (the “**Notice**”), which is set out in Part XIII of the scheme document of the Company dated 14 December 2023 (the “**Scheme Document**”).

Please read the Notice and the accompanying notes carefully before completing this Form of Proxy.

Signature of person attending

Signature

## COURT MEETING FORM OF PROXY

Voting ID:

Task ID:

Shareholder Reference Number

Vote online at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.

I, the undersigned, being a member of the above-named Company, hereby appoint:

the Chairman or  (insert alternate proxy) (delete as appropriate) as my/our proxy to speak and vote in my name/our names and on my/our behalf at the Court Meeting.

Number of Ordinary Shares

### RESOLUTION

#### TO APPROVE THE SCHEME

PLEASE SIGN IN ONE BOX BELOW TO INDICATE HOW YOU WISH TO VOTE

IMPORTANT: If you sign both boxes, or if you do not sign in either box, then the form of proxy will be invalid.

FOR THE SAID SCHEME

Signature

Date

AGAINST THE SAID SCHEME

Signature

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**Notes:**

1. Terms defined in the Scheme Document shall have the same meanings when used in this Form of Proxy unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice. Before completing the Form of Proxy, please also read the sections entitled "Action to be Taken" set out on pages 10-15 and paragraph 21 of Part II (*Explanatory Statement*) of the Scheme Document.
2. Every holder of Scheme Shares has the right to appoint some other person(s) of their choice as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the Court Meeting. The completion and return of this BLUE Form of Proxy will not prevent you from attending in person and voting at the Court Meeting should you subsequently decide to do so.
3. If you wish to appoint some person other than the Chairman of the Court Meeting as your proxy you should delete the words "the Chairman" and insert in the space provided the name of the person whom you wish to represent you. Proxies need not be shareholders of the Company.
4. If you wish your proxy to cast all of your votes for or against the resolution you should sign in the appropriate box. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box titled "Number of Ordinary Shares" the number of shares in relation to which they are authorised to act as your proxy. If 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 holder of Scheme Shares, the full voting entitlement for that designated account). In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the resolution and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend the resolution, to propose a new resolution or to adjourn the Court Meeting) which may properly come before the Court Meeting.
5. This Form of Proxy must be signed by the shareholder or their attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Form of Proxy. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
6. Any alterations made to this Form of Proxy should be initialled by you.
7. To be valid, this BLUE Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) must be returned to the Company's registrars, Equiniti, by post to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to be received as soon as possible and not later than 11.30 a.m. on 12 January 2024 (or, in the case of an adjournment of the Court Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting). Postage is only paid from within the UK.
8. If the BLUE Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be:  
(i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or  
(ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment thereof).
9. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.
10. Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which form of proxy was received last, none of the forms shall be treated as valid.
11. Entitlement to attend and vote at the Court 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 6.30 p.m. on 12 January 2024 or, if the Court Meeting is adjourned, 6.30 p.m. on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote at (in person or by proxy) the Court Meeting.
12. As an alternative to completing and returning the printed BLUE Form of Proxy, proxies may be appointed electronically via Equiniti's online facility by logging on to the following website: [www.sharevote.co.uk](http://www.sharevote.co.uk) and following the instructions therein. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at [www.shareview.co.uk](http://www.shareview.co.uk). You will need your Username/ID and Password to log in to the portal. For an electronic proxy appointment to be valid, the appointment must be received by not later than 11:30 a.m. (London, UK time) on 12 January 2024 or, in the case of an adjournment of the Court Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual. To be valid the appropriate CREST message (regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Equiniti (ID: RA19) by no later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof. The time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
14. CREST members or, where applicable, CREST sponsors or voting service providers, should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.
15. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear does not make available special procedures in CREST for any particular messages and the normal system timings and limitations apply to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
16. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.30 a.m. on 12 January 2024 in order to be considered valid.
17. If you have any questions about completion of this form of proxy please contact the Company's registrars, Equiniti, by calling the Shareholder Helpline on +44 (0)371 384 2050. Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales). Please use the country code when calling from outside the UK. Calls from outside the UK will be charged at the applicable international rate. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.
18. This Form of Proxy should not be used for comments, change of address or queries. Please contact Equiniti using the details set out in Note 17 above.

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**PLEASE USE REPLY-PAID ENVELOPE PROVIDED**