Dillistone Group Plc

(Registered in England and Wales with company number 04578125)

Form of Proxy

for use at the General Meeting of the Company to be held at the offices of Howard Kennedy LLP, No. 1 London Bridge, London SE1 9BG at 11.00 a.m. on 26 October 2026 (the "Meeting").

I/We (**BLOCK CAPITALS PLEASE**).....

Full name(s): .....

Address:.....

.....

being (a) member(s) of Dillistone Group Plc (the "Company") and entitled to vote, hereby appoint the Chairman of the Meeting or (see note 2) .....as my/our proxy to attend, speak and vote on my/our behalf at the Meeting and at any adjournment of it. I/We direct my/our proxy to vote on the resolutions set out in the notice convening the Meeting (the "Notice") as indicated below.

Number of shares in respect of which this proxy is appointed (see note 3):.....

Please tick here if this proxy appointment is one of multiple appointments being made (see note 3): ☐

Please indicate with an "X" in the appropriate box how you wish your votes to be cast.

No.	Resolution	For	Against	Vote Withheld
Ordinary Resolutions				
1	To approve the proposed change to the Company's primary business strategy and operating model (the New Strategy)			
2	To approve the conversion of the Loans into Ordinary Shares			
3	To authorise the Company to send or supply documents or information to members by making them available on a website			
4	To approve the rules of the Dillistone Group 2026 Share Option Scheme			
5	To authorise the Directors to allot Ordinary Shares up to an aggregate nominal amount of £283,839 in connection with the conversion of the Loans			
Special Resolution				
6	Subject to the passing of Resolution 5, to disapply statutory pre-emption rights in respect of the allotment of Ordinary Shares pursuant to Resolution 5			

The descriptions above are summaries only. The full text of each resolution is set out in the Notice.

Signature: ..... Date: 2026

Name of signatory (if signing on behalf of a corporation or under a power of attorney) and capacity:

.....

To be valid, this Form of Proxy must be completed, signed and received by the Company Secretary, Dillistone Group Plc, 9 Cedarwood, Crockford Lane, Chineham, Basingstoke RG24 8WD by no later than 11.00 a.m. on 22 October 2026.

NOTES TO THE FORM OF PROXY

1. A member entitled to attend, speak and vote at the Meeting is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Meeting instead of them. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.

2. If you wish to appoint a proxy other than the Chairman of the Meeting, please delete the words "the Chairman of the Meeting or", insert the full name of your chosen proxy in the space provided and initial the alteration. If you sign and return this Form of Proxy with no name inserted, the Chairman of the Meeting will be deemed to be your proxy.

3. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, please photocopy this form (or contact the Company Secretary for additional forms), insert the name of each proxy and the number of shares in respect of which each proxy is appointed, and tick the box indicating that the appointment is one of multiple appointments. All forms must be signed and should be returned together in the same envelope. If the number of shares is left blank, the proxy will be deemed to be appointed in respect of your full voting entitlement (or, where multiple proxies are appointed, in respect of the balance of your holding not otherwise allocated).

4. Please indicate with an "X" in the appropriate box how you wish your proxy to vote on each resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will also vote (or abstain from voting) as they think fit in relation to any other matter which is properly put before the Meeting, including any resolution to amend a resolution or to adjourn the Meeting.

5. The "Vote withheld" option is provided to enable you to abstain on any particular resolution. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" a resolution.

6. Voting on all resolutions at the Meeting will be conducted by way of a poll rather than on a show of hands.

7. In the case of a member which is a corporation, this Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised officer or attorney of the corporation, whose capacity should be stated.

8. Where this Form of Proxy is signed under a power of attorney or other authority, the power of attorney or other authority (or a notarially certified copy of it, or a copy certified in some other way approved by the Board) must be received together with this form by the deadline in note 10.

9. In the case of joint holders, any one holder may sign this Form of Proxy. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names of the joint holders stand in the register of members.

10. To be valid, this Form of Proxy, together with any power of attorney or other authority under which it is signed (or a certified copy of it), must be received by the Company Secretary, Dillistone Group Plc, 9 Cedarwood, Crockford Lane, Chineham, Basingstoke RG24 8WD not less than 48 hours (excluding any part of a day that is not a working day) before the time of the Meeting, that is by no later than 11.00 a.m. on 22 October 2026, or, in the case of an adjourned meeting, not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting. Any Form of Proxy received after that time will be invalid.

11. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the register of members of the Company at 11.00 a.m. on 22 October 2026 (or, if the Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to the register after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting.

12. If two or more valid but differing appointments of proxy are received in respect of the same share for use at the Meeting, the one which is last validly received (regardless of its date or the date of its execution) will be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last validly received, none of them will be treated as valid in respect of that share.

13. You may revoke a proxy appointment by delivering a notice in writing to that effect, signed in the same way as this form, to the Company Secretary at the address in note 10 so that it is received by no later than 11.00 a.m. on 22 October 2026.

14. Any alterations made to this Form of Proxy should be initialled.

15. Completion and return of this Form of Proxy will not preclude you from attending, speaking and voting in person at the Meeting should you wish to do so.

16. A corporation which is a member may, instead of appointing a proxy, authorise one or more persons to act as its corporate representative(s) at the Meeting in accordance with section 323 of the Companies Act 2006 and the Company's articles of association.

17. Terms defined in the circular to Shareholders dated 7 October 2026, of which the Notice forms part, have the same meanings when used in this Form of Proxy.