

FORM OF PROXY

UP GLOBAL SOURCING HOLDINGS PLC

(a public limited company incorporated and registered in England and Wales, registered number 05432142)

**For use at the General Meeting of the members of
UP Global Sourcing Holdings plc to be held at 10.00 a.m. on 13 July 2021
at Manor Mill, Victoria Street, Chadderton, Oldham OL9 0DD**

**Before completing this form, please read the explanatory notes below
and the Notice of the General Meeting**

I/We _____

of _____

being (a) holder(s) of ordinary shares of 0.25 pence each in the capital of UP Global Sourcing Holdings plc (**Company**), hereby appoint the Chairman of the meeting or (see note (1))

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on **13 July 2021 at 10.00 a.m.** and at any adjournment thereof. I/We direct the proxy to vote on the resolutions as follows (see notes (2) and (3)):

ORDINARY RESOLUTIONS	For	Against	Withheld
1. To approve the Proposed Acquisition substantially on the terms of the Acquisition Agreement.			
2. To authorise the directors to allot shares in the capital of the Company in connection with the Placing and/or the PrimaryBid Offer.			
3. To authorise the directors to allot shares in the capital of the Company generally.			
SPECIAL RESOLUTIONS	For	Against	Withheld
4. To disapply pre-emption rights in relation to the allotment of shares in the capital of the Company in connection with the Placing and/or the PrimaryBid Offer.			
5. To generally disapply pre-emption rights in relation to the allotment of shares in the capital of the Company.			

Please indicate how you wish to vote with a cross in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion.

Please tick here if appointing more than one proxy:	
Please indicate the number of shares in relation to which your proxy is authorised or leave blank to authorise your proxy to act in relation to your full voting entitlement:	

Signature _____

Date _____ **2021**

Notes to the proxy form

1. If you wish to appoint a proxy other than the Chairman, please add his or her name in the blank space provided, delete the words “the Chairman of the meeting or” and initial the alteration. A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. **Given the ongoing situation in relation to COVID-19, Shareholders are strongly encouraged to appoint the Chairman of the General Meeting as their proxy as arrangements may change such that Shareholders, proxies, corporate representatives or other persons may not be permitted to attend in person. If a person other than the Chairman is appointed as proxy, such person must register with 2021gm@upgs.com by 6.30 p.m. on 9 July 2021 so that we know that who will be attending the meeting in person and we can plan to take measures to ensure your safety and to apply any social distancing guidelines in place. You will also be issued with the Company’s COVID-19 safety protocol for attending the meeting following registration. Shareholders or proxies who do not register in advance by 6.30 p.m. on 9 July 2021 may not be permitted to attend the meeting in person to ensure the safety of other attendees and social distancing compliance.**
2. To direct your proxy how to vote on the resolutions mark the appropriate box with an “X”. Unless you indicate otherwise, your proxy may vote or abstain from voting as he/she thinks fit.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint any more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy, you should photocopy the Proxy Form. On each Proxy Form, please indicate in the box next to the proxy holder’s name the number of shares in relation to which you authorise them to act as your proxy. The total number of shares entered on all the Proxy Forms you submit must not exceed the number of shares you hold in the Company. Please also indicate, by marking the relevant box, if the proxy instruction is one of multiple instructions being given. To be valid, all Proxy Forms and additional Proxy Forms must be signed and returned to Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA by post or by hand so as to be received no later than 10.00 a.m. on 9 July 2021. Where multiple Proxy Forms are completed, they should be returned together in the same envelope if possible.
4. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company.
5. The vote ‘Withheld’ option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of votes ‘For’ or ‘Against’ a resolution. If no voting indication is given, your proxy may vote or abstain from voting at his/her discretion.
6. A Proxy Form for a body corporate must be either signed by a duly authorised officer or attorney of such body or executed under its common seal. If this Proxy Form is signed under a power of attorney or other authority, that power of attorney or other authority (or a certified copy thereof) must be provided with the signed Proxy Form.
7. Only one of the joint holders need sign the Proxy Form. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holder(s).
8. Completion of this Proxy Form will not preclude you from attending and voting in person at the meeting should you so wish, subject to the attendance requirements described at note 1 above. You should, however, note that although it is currently expected that the General Meeting will be held as a physical meeting at the venue specified above, this may be subject to change. Shareholders should regularly check the Company’s website for updates in relation to the General Meeting and such updates will also be announced via Regulation Information Service.