

For use at the meeting convened with the permission of the Court under Part 26 of the Companies Act 2006 (the “**Court Meeting**”) of the holders of LTG Scheme Shares (as defined in the Scheme Document issued on 20 December 2024) to be held at 10.00 a.m. on 16 January 2025.

Shareholder Reference Number (SRN)

Please detach this portion before posting this proxy form.

## Form of Proxy – Court Meeting to be held on 16 January 2025 at 10.00 a.m.

Please lodge your proxy appointments with LTG’s Registrar at:  
Computershare Investor Services, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by 10.00 a.m. on 14 January 2025.

### Explanatory Notes:

1. Full details of the resolution to be proposed at the Court Meeting and an explanatory statement are set out in the Scheme Document issued by LTG on 20 December 2024. Unless otherwise stated, terms defined in the Scheme Document shall have the same meanings when used in this form of proxy, unless the context otherwise requires.
2. Every LTG Scheme Shareholder has the right to appoint the Chair of the Court Meeting (or some other person(s) of their choice, who need not be an LTG Scheme Shareholder), as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the Court Meeting. If you wish to appoint a person other than the Chair 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 LTG Scheme 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 the matter, this form of proxy shall be invalid. Your proxy will vote as you indicate. For any other business arising at the Court Meeting (including any proper procedural resolution not listed in the notice of the Court Meeting) your proxy will vote at their discretion.
3. To appoint more than one proxy, additional form(s) of proxy may be obtained by contacting the Registrars’ helpline on +44 (0)370 707 4082 or you may photocopy this form of proxy. Please indicate in the box next to the proxy holder’s name (see reverse) the number of LTG 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 of proxy must be signed and should be returned together in the same envelope.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, 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 LTG at 6.00 p.m. (London time) on the day which is two days before the day of the Court Meeting. Changes to entries on the register of members of LTG after that time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
5. 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 10.00 a.m. (London time) on the day which is two working days before the date of the Court 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. LTG may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the register of members of LTG. If this information is incorrect please ring the Registrars’ helpline on +44 (0)370 707 4082 to request a change of address form or go to [www.investorcentre.co.uk](http://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 of proxy should be initialled.
8. The completion and return of this form of proxy, or the appointment of proxies through CREST or by any other procedure described in the Scheme Document, will not preclude an LTG Scheme Shareholder from attending, speaking and voting in person at the Court Meeting if you are entitled and wish to do so.
9. In the case of joint holders of LTG Scheme Shares, the vote of the senior holder who tenders a 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 of members of LTG in respect of the joint holding (the first being the most senior).
10. If this form of proxy is not returned by the relevant time, it may be handed to the Chair of the Court Meeting or a representative of the Registrars at the Court Meeting venue before the start of the Court Meeting and will still be valid.
11. As an alternative to appointing a proxy, any LTG Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as an LTG Scheme Shareholder, provided that if two or more corporate representatives purport to vote in respect of the same LTG Scheme Shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
12. If you have any questions relating to this form of proxy, please call Computershare’s shareholder helpline on +44 (0)370 707 4082. This helpline cannot provide advice on the merits of the Scheme or the Acquisition nor give any financial legal or taxation advice.

**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. LTG 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** at the Court Meeting.

**FOR** the Scheme

Signature

**AGAINST** the Scheme

Signature

Signature

In the case of a corporation, a letter of representation will be required (in accordance with section 323 of the Companies Act 2006) unless this has already been lodged at registration.

## Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair of the Court Meeting.

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

I/We hereby appoint the Chair of the Court Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Court Meeting of Learning Technologies Group plc to be held at **10.00 a.m. on 16 January 2025 at Deutsche Numis, 45 Gresham Street, London, EC2V 7BF** 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**") referred to in the Notice of Court Meeting 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.

Please sign **ONE** of the boxes below.

**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". If you sign both boxes, or if you do not sign in either, then this form of proxy will be invalid.

**FOR** the Scheme

Signature

**AGAINST** the Scheme

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).