



# FORM OF PROXY

## Trainline plc

Voting ID  Task ID  Shareholder Reference No.

Please read the notes and instructions below and opposite before completing this form. I/We being a member/members of the above-named Company, hereby appoint the Chair of the Meeting, or (Please refer to Explanatory Note 3).

Name  Number of shares

as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote in respect of the number of shares indicated above (or if no amount is indicated my/our full voting entitlement)\* at the Annual General Meeting ('AGM') of Trainline plc (the 'Company') to be held at 10:00 a.m. on 25 June 2020 and at any adjournment of it. I/We direct that my/our proxy will vote (or abstain from voting) on the resolutions set out in the Notice of Annual General Meeting as indicated below:

Please tick here if this proxy appointment is one of multiple appointments being made.  
\*For the appointment of more than one proxy, please refer to Note 8.

RESOLUTIONS	VOTE			RESOLUTIONS	VOTE		
	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1. To receive the audited accounts for the year ended 29 February 2020, together with the strategic report, directors' report and auditors' report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Directors to determine the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and approve the Directors' Remuneration Report for the year ended 29 February 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Directors to allot shares, and grant rights to subscribe for or to convert securities into shares under section 551 Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the amendments to the Trainline plc Performance Share Plan Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to 5% of share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Brian McBride as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to an additional 5% of share capital to finance acquisitions and capital investments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Clare Gilmartin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Company to make market purchases of its own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Duncan Tatton-Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to call general meetings on not less than 14 clear days notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Kjersti Wiklund as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. To re-elect Shaun McCabe as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To reappoint KPMG LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Resolutions 1 to 13 will be proposed as Resolutions and Resolutions 14 to 17 will be proposed as Special Resolutions.

Please note that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED

The proxy is to vote as instructed in respect of the resolutions specified above. In the absence of instructions the proxy may vote or abstain as he or she thinks fit on the resolution specified above and, unless instructed otherwise, on any other business (including amendments to the resolutions) which may come before the meeting. Any alterations to this form of proxy should be initialled. If you complete and return the form of proxy this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.

Please return this Form of Proxy to Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive by 10.00 a.m. on 23 June 2020 or by following the instructions in Note 4 or Note 5. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in the Notice of the Annual General Meeting.

SIGNATURE  DATE

TEAR HERE

Signature of person attending:

Shareholder reference number:

You can access the FY20 Annual Report and Accounts and the Notice of 2020 Annual General Meeting at <https://investors.thetrainline.com/AGM>.

Attendance at the Annual General Meeting will not be permitted if COVID-19 measures are in place. If the Company advise that attendance will be permitted on its website (<https://investors.thetrainline.com/AGM>) then this card will also serve as an Attendance Card for shareholders attending the Annual General Meeting and should be presented at the Shareholder Registration desk on arrival.

You can submit your voting instructions ahead of the Annual General Meeting:  
1. online at [www.sharevote.co.uk](http://www.sharevote.co.uk); or  
2. by following the instructions in Note 4; or  
3. by completing and returning this Proxy Form.

## Trainline plc

### Annual General Meeting

### 25 June 2020



## EXPLANATORY NOTES

1. Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the Notice of Annual General Meeting accompanying this proxy form.
2. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the AGM. A member so entitled may appoint (a) proxy(ies), who need not be (a) shareholder(s), to attend, speak and vote on his/her behalf.
3. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please note that if the COVID-19 measures are still in place their attendance will not be permitted and they will not be able to vote on your behalf. We therefore suggest you appoint the Chair of the Meeting as your proxy. If you still wish to appoint someone other than the Chair of the Meeting, please insert his/her name in the space provided and delete the Chair of the Meeting, or (Please refer to Explanatory Note 3). A proxy need not be a shareholder of the Company.
4. You can also email the proxy form by completing it as stated, adding your full name, post code and shareholder reference number if known, signing it, and e-mailing a scan or a picture of your proxy form to proxyvotes@equiniti.com.
5. You can also register the appointment of a proxy or proxies, or voting instructions for the meeting electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need to use your Voting ID, Task ID and Shareholder Reference Number which are printed on your Proxy Form. Full details of the procedures are given on the website. The proxy appointment and/or voting instructions must be received by Equiniti at least 48 hours before the appointed time of the meeting that is to say, no later than 10.00 a.m. on 23 June 2020. Please note that any electronic communication sent to the Company or the Registrar that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti Limited's conditions of use set out on the website, [www.sharevote.co.uk](http://www.sharevote.co.uk).
6. CREST members who wish to appoint a proxy may do so by using the CREST electronic proxy appointment service. Please refer to the Notice of Annual General Meeting for further information.
7. To be valid, the form of proxy must reach the Company's Registrar, Equiniti, by no later than 10:00 a.m. (UK time) on 23 June 2020 or if the AGM is adjourned, 48 hours before the time for holding the adjourned AGM. Lodgement of a form of proxy does not prevent a member from attending and voting at the AGM in person.
8. To appoint more than one proxy, additional proxy forms can be downloaded from <https://investors.thetrainline.com/AGM> or be obtained by contacting the Company's Registrar, Equiniti on 0371 384 2030 or +44 (0) 121 415 7047 from outside the UK. Lines open 9.00 a.m. to 5.00 p.m. (Monday to Friday) or you may copy this form. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate by ticking the additional box provided if the proxy instruction is one of multiple separate instructions being given. All forms must be signed and should be returned together.
9. The 'Vote withheld' option on the form of proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
10. If the form of proxy is signed by someone else on your behalf, the original or a certified copy of the document evidencing their authority to sign must be returned with the form of proxy. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
11. In the case of a joint holding, any holder may sign. 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).
12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
13. To be entitled to attend or vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's Register of Members as at 6.30 p.m. (UK time) on 23 June 2020, or, if the meeting is adjourned, you must be entered on the Company's Register of Members no later than 6.30 p.m. (UK time) on the day being two days prior to the day of the adjourned meeting. Changes to entries on the ordinary register after 6.30 p.m. (UK time) on 23 June 2020 shall be disregarded in determining the right of any person to attend or vote at the AGM (unless the AGM is adjourned in which case the previous provisions of this Note 13 apply).
14. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Equiniti by 10.00 a.m. (UK time) on 23 June 2020, or if the AGM is adjourned, 48 hours prior to the adjourned meeting.
15. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
16. This Proxy Form may be posted via Freepost for UK postage only. From outside the UK, Isle of Man or Channel Islands, the appropriate postage must be paid.
17. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.

Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU

