



MR SAM SAMPLE
DESIGNATION (IF ANY)
MR JOINT HOLDER 1
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ADD2
ADD3
ADD4

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SG350

Form of Proxy - Annual General Meeting to be held on 20 May 2024



To view the Annual Report online visit:

<https://investors.windward.ai/investors/>

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 16 May 2024 at 1.00 pm.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, 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 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 any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on (0370) 702 0000 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of 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 must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the 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 close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on (0370) 702 0000 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

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. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
<Designation>
ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



C1234567890



I/We hereby appoint the Chairman of the 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 Annual General Meeting of Windward Ltd to be held at **Mermaid House, 4th Floor, 2 Puddle Dock, London EC4V 3DB on 20 May 2024 at 1.00 pm**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Business

	Declaration	For	Against	Vote Withheld
1. To receive the audited accounts of the Windward Group for the financial year ended 31 December 2023 together with the auditors' and Directors' reports on those accounts.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint The Right, Honourable, The Lord Browne of Madingley as a Director of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Ami Daniel as a Director of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Ofer Segev as a Director of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Tom Hutton as a Director of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the re-appointment of Roderick Guy Mason as an External Director for a three-year term commencing on 6 December 2024, in accordance with the provisions of the Israeli Companies Law. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 6 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve the re-appointment of Stuart Kilpatrick as an External Director for a three-year term commencing on 6 December 2024, in accordance with the provisions of the Companies Law. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 7 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve the appointment of Claire Perry O'Neill as an External Director for a three-year term commencing on 20 May 2024, in accordance with the provisions of the Israeli Companies Law. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 8 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint Kesselman & Kesselman, Certified Public Accountants (Isr.), a member firm of PricewaterhouseCoopers International Limited, as auditors of the Company to hold office until the conclusion of the next general meeting of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Board to fix the auditors' remuneration.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To approve the grant of RSUs to the non-executive directors of the Company, specified in Annex A. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 11 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To amend Executive officers and Directors' Remuneration Policy. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 12 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To approve the Relocation Costs, PSU Award and Bonus Plan to Ami Daniel, the Company's CEO, who also serves as a member of the Board, as specified in Annex C to this document. To approve the changes in the remuneration, Vesting Schedule Amendment, PSU Award and Bonus Plan to Ofer Segev, the Company's CFO, who also serves as a member of the Board, as specified in Annex C to this document. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 13 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To approve the increase of the amount of share capital allocated to the ESOP pool by 6,000,000 Ordinary Shares from 17,533,254 Ordinary Shares to 23,533,254 Ordinary Shares.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

15. That, in accordance with article 10(c) of the Articles of Association, the Directors will be generally authorised and empowered to allot equity securities.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. That, in accordance with article 10(c) of the Articles of Association, the Directors will be generally authorised and empowered, in addition to any authority granted under Resolution 14, to allot equity securities pursuant to by article 10(a).		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

DD / MM / YY

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).

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