

CINDRIGO HOLDINGS LIMITED (the “Company”)

Annual General Meeting 2024

Form of proxy

Before completing this form, please read the explanatory notes at the end of this document.

I /We *.....[FULL

* ADD NAME[S] IN BLOCK CAPITALS]

being a member of the Company appoint the chairman of the meeting or (see note 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the 2024 Annual General Meeting of the Company to be held on 27th June 2024 and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy:[]

ORDINARY RESOLUTIONS	FOR	AGAINST
1 To receive and adopt the reports of the Directors and Auditors and the consolidated accounts for the Company and its associated companies for the period ended 31 December 2022 and 31 December 2023		
2 To approve the Annual Report on Remuneration as set out in the Directors Remuneration Report for the period ended 31 December 2022 which is set out in the Annual Report and Accounts of the Company for the period ended 31 December 2022 and for the period ended 31 December 2023		
3 To re-elect Dag Andresen as a Director of the Company		
4 To re-elect Johan Glennmo as a Director of the Company		
5 To elect Alan Boyd as a Director of the Company		

6 To accept the resignation of Macalvins Limited as Auditors of the Company and to approve the appointment of Grant Thornton Limited Channel Islands to be the Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company		
7 To authorise the Directors to fix the remuneration of the Auditor		
8 That in accordance with article 19.2 of the Articles the Board be and are authorised to execute all powers of the Company to allot Relevant Securities to such persons , in such amounts and on such terms as the Board may determine from time to time for the purpose of settling certain convertible loan notes of the Company up to an aggregate amount nominal not exceeding £16,547,902 this authority will expire on the earlier of the date occurring 15 months from the date of the passing of this resolution or the date that the next annual general meeting of the Company is held save that the expiry of this authority shall not affect the allotment of Relevant Securities after the expiry of this authority where such allotment was approved pursuant to this authority		
9 That in accordance with article 19.2 of the Articles, the Board be and are authorised to execute all powers of the Company to allot Relevant Securities to such persons, in such amounts and on such terms and for such purposes as the Board may determine from time to time up to an aggregate amount nominal not exceeding £83,057,550.23 this authority will expire on the earlier of the date occurring 15 months from the date of the passing of this resolution or the date that the next annual general meeting is held save that the expiry of this authority shall not affect the allotment of Relevant Securities after the expiry of this authority where such allotment was approved pursuant to this authority		
SPECIAL RESOLUTION		
10 That in accordance with article 20.9 of the Articles the provisions of article 20.1 of the Articles shall not apply to the allotment of Relevant		

Securities which are allotted by the Board pursuant to Resolutions 8 and 9 above		
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Signature	Date

Notes

FORM OF PROXY

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

APPOINTMENT

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the appropriate box. If you leave this space blank, the chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company Secretary of the Company, or you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple

appointments being made. Multiple proxy appointments should be returned together in the same envelope or email.

5. In the case of joint holders, 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).

VOTING DIRECTIONS

6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, do not select either box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will not vote. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

RETURNING YOUR FORM OF PROXY

7. To appoint a proxy using this form, the form must be:

- Completed and signed;
- Sent or delivered to The Company Secretary, Cindrigo Holdings Limited, 104 Napier Court Ranelagh Gardens, London SW6 3XA; and
- Received by the Company Secretary no later than 3.00 on the 24 June 2024.

8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company or, if it is subject to The Companies (Guernsey) Law 2008 as amended in accordance with section 117 thereof. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Avenir Registrars CREST is RA20 by 15.00 on the 24 June 2024. See the notes to the notice of meeting for further information on proxy appointment through CREST.

11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.

12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.