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CINDRIGO HOLDINGS LIMITED (the “Company”)
Guernsey registration Number: 59383
Extraordinary General Meeting

Form of Proxy

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

I/Weof
..... [Add Full
Names(s) and Address in Block Capitals]

being a member of the Company appoint the chairman of the meeting or

Proxy Name	Proxy Address	No. of Shares

(see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 24th October 2025 at 11am at The Sloane Club, 60 Lower Sloane Street, London SW1W 8BP and at any adjournment thereof.

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: []

Resolution	FOR	AGAINST
ORDINARY RESOLUTION		
1. That, in addition to any existing authorities granted to the directors of the Company prior to the date of the passing of this resolution, the Board be and are, in accordance with article 19.2 of the Articles of Incorporation of the Company (the “Articles”), authorised to execute all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being “Relevant Securities”) in connection with: a. the issuing of shares pursuant to the open offer of the Company carried out in 2024 up to an aggregate nominal amount of (following the passing of Resolution 3, below) £1,074,619.62; b. the issuing of warrants or other rights to subscribe for shares of the Company up to an		

aggregate nominal amount of (following the passing of Resolution 3, below) £630,000; c. the issuing of shares pursuant to a conditional fundraising of shares to be conducted by the Company in connection with the Admission up to an aggregate nominal amount of (following the passing of Resolution 3, below) £333,333; d. the grant to employees, consultants or directors of the Company or any of its subsidiaries of rights to subscribe for shares with an aggregate nominal value of up to (following the passing of Resolution 3, below) £180,750 by way of options, provided that no rights to subscribe for shares may be granted under this authority if at the date of grant of those rights, the number of shares over which such rights are granted, when aggregated with the number of shares over which rights have been previously granted pursuant to his authority would exceed ten per cent. of the nominal value of the issued share capital of the Company; e. the allotment of Relevant Securities with an aggregate nominal amount of up to (following the passing of Resolution 3, below) £3,333,196.24 in the capital of the Company in connection with an acquisition by the Company of shares in any other company or the acquisition of any business by the Company; f. the allotment otherwise than pursuant to paragraphs 1(a) to (e) above of Relevant Securities up to an aggregate nominal amount of (following the passing of Resolution 3, below) £3,333,196.24 for cash, and unless previously renewed, revoked, varied or extended, 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 of the next annual general meeting of the Company, save that the Company may at any time before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Board may allot Relevant Securities in pursuance of such an offer or agreement as if this authority had not expired.		
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This authority is in addition to all unexercised authorities previously granted to the directors to allot shares or grants rights to subscribe for or convert securities into shares.						
SPECIAL RESOLUTIONS						
2. <u>Waiver of Pre-Emption Rights</u> 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 Equity Securities (as defined in the Articles) which are allotted by the Board pursuant to the authorities given to them pursuant to resolution 1 above and unless previously renewed, revoked, varied or extended, 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 of the next annual general meeting of the Company, save that the Company may at any time before such expiry make offers or agreements which would or might require Equity Securities to be allotted after such expiry and the Board may allot Equity Securities in pursuance of such an offer or agreement as if this authority had not expired.						
3. <u>Amendment of the Articles and Reorganisation of Share Capital</u> That: 3.1 the Articles be amended by: a. inserting the following definitions in the appropriate alphabetical order: <table><tr><td>Deferred Shares</td><td>deferred shares of £2.657609 each in the capital of the Company with the rights and restrictions set out in these Articles</td></tr><tr><td>Ordinary Shares</td><td>ordinary shares of 1p each in the capital of the Company with the rights and restrictions set out in these Articles attaching to shares</td></tr></table> ; and b. the insertion of the following new article as Article 4A:	Deferred Shares	deferred shares of £2.657609 each in the capital of the Company with the rights and restrictions set out in these Articles	Ordinary Shares	ordinary shares of 1p each in the capital of the Company with the rights and restrictions set out in these Articles attaching to shares		
Deferred Shares	deferred shares of £2.657609 each in the capital of the Company with the rights and restrictions set out in these Articles					
Ordinary Shares	ordinary shares of 1p each in the capital of the Company with the rights and restrictions set out in these Articles attaching to shares					

"4A Deferred Shares Notwithstanding any other provisions of these Articles Deferred Shares shall not confer on the holders of the Deferred Shares: (a) the right to receive notice of, attend or vote at any general meeting of the Company; or (b) the right to receive any dividend or distribution declared or made by the Company, save that on a winding up of the Company where the total value of assets to be delivered to shareholders is at least £300,000,000, the holders of Deferred Shares shall (in respect of such Deferred Shares only) be entitled to receive a total of one penny in aggregate (as a class), payment of which may be made to any holder of Deferred Shares on behalf of the class." 3.2 Subdivision and Redesignation of Existing Shares That, in accordance with the Companies (Guernsey) Law 2008 and the Articles, each of the existing shares of £2.667609 in the issued share capital of the Company be subdivided into and redesignated as: (a) 1 ordinary share of 1p, such share having the same rights and being subject to the same restrictions (save as to nominal value) as the existing shares of £2.667609 each in the capital of the Company as set out in the Articles for the time being; and (b) 1 deferred share of £2.657609, such share having the rights and restrictions set out in Article 4A as inserted by resolution 3.1 above		
4 Ratification of acts of directors All actions and proceedings heretofore taken by the directors and the Company in the allotment and issue of shares in the Company and the grant of rights to subscribe for or to convert any security into shares of the Company be and are hereby ratified, confirmed, and approved.		

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 Suntera (Guernsey) Limited, 1st and 2nd Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW or by email to rmt@cindrigo.com or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice; and
 - Received on behalf of the Company no later than 11am on 22nd October 2025.
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 any other person authorised to sign it, 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.
9. 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 11am on 22nd October 2025. See the notes to the notice of meeting for further information on proxy appointment through CREST.
10. 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.
11. 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.