

**Depa PLC**

Incorporated in the Dubai International Financial Centre, Dubai, United Arab Emirates
Licence No.: CL0567

**NOTICE OF ANNUAL GENERAL MEETING – APPENDIX B
ANNUAL GENERAL MEETING PROXY FORM**

Date of AGM: 12 June 2019 (Wednesday), 13:00 UAE time

Please read the notes to the Notice of Annual General Meeting before completing and returning this form signed and dated to your broker/custodian/registrar no later than 17:00 UAE time on 6 June 2019.

I/We, _____ (Name) _____ (EID/Passport/Driver's Licence)
of _____ (Address)

being a shareholder of **DEPA PLC** (the Company), hereby appoint:

Name	EID/Passport/Driver's Licence	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	EID/Passport/Driver's Licence	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her, the Chairman of the Meeting as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the Annual General Meeting (the AGM) of the Company to be held at 35th Floor, Vision Tower, Business Bay, Dubai, United Arab Emirates on 12 June 2019 (Wednesday) at 13:00 UAE time and at any adjournment thereof.

The Chairman intends to cast undirected proxy votes in favour of each of the proposed resolutions. Where the Chairman is appointed as *my/our *proxy/proxies, *I/we acknowledge that the Chairman may exercise *my/our *proxy/proxies even if he/she has an interest in the outcome of the resolution.

*I/We direct *my/our *proxy/proxies to vote for or against the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any other matter arising at the AGM and at any adjournment thereof.

(Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick (✓) within the relevant box provided below. Alternatively, if you wish to exercise your votes both "For" and "Against" the relevant resolution, please indicate the number of shares in the relevant boxes provided below.)

No.	Resolutions relating to	Number of Votes For	Number of Votes Against
ORDINARY RESOLUTIONS			
1	Company's financial statements as at and for the financial year ended 31 December 2018		
2	Reappointment of PwC as independent external auditor		
3	Remuneration of independent external auditor		

4	Reappointment of Mr. Ahmed Ramdan as Non-Executive Director		
5	Reappointment of Mr. Khalifa Al Romaihi as Non-Executive Director		
6	Reappointment of Mr. Saeed Al Mehairbi as Non-Executive Director		
7	Reappointment of Mr. Marwan Shehadeh as Non-Executive Director		
8	Reappointment of Mr. Hamish Tyrwhitt as Non-Executive Director		
9	Reappointment of Mr. Abdullah Al Turifi as Non-Executive Director		
SPECIAL RESOLUTIONS			
10	Adoption of articles of association		
11	Reduction of the Company's share premium account		

Number of shares as at the Record Date: _____

Name of Broker / Custodian* (if applicable): _____

Account number with Broker / NIN account number*: _____

*Delete where applicable

Dated this _____ day of _____ 2019

Signature of shareholder(s) or Common Seal

IMPORTANT: PLEASE READ NOTES TO THE AGM NOTICE