NOTICE OF EXTRAORDINARY GENERAL MEETING – APPENDIX C
EXTRAORDINARY GENERAL MEETING PROXY VOTING FORM

Date of EGM: 11 March 2022 (Friday), 13:00 UAE time

Please read the notes to the Notice of Extraordinary General Meeting before completing and returning this form signed and dated to your broker/custodian/registrar no later than 17:00 UAE time on 8 March 2022.

For use of beneficial owners of Depa PLC shares as at 4 March 2022 (the ***Record Date****) in connection with the Extraordinary General Meeting to be conducted electronically via web application (the* ***Virtual EGM Venue****) at 13:00 UAE time on 11 March 2022, or at any adjournments thereof (the* ***EGM****).*

I/We,________________________________(Name)_________________(EID/Passport/Driver's Licence)

of____(Address)

being a shareholder of Depa PLC (the **Company**), hereby appoint the Chairman of the Meeting as *my/our proxy to attend, communicate and vote for *me/us on *my/our behalf at the EGM of the Company to be conducted electronically via web application on 11 March 2022 (Friday) at 13:00 UAE time and at any adjournment thereof.

*I/We direct the Chairman as *my/our proxy to vote for or against the resolutions to be proposed at the EGM as indicated hereunder.

If no specific direction as to voting is given, *I/we acknowledge that the Chairman intends to cast undirected proxy votes in favour of each of the proposed resolutions. *I/we acknowledge that the Chairman may exercise *my/our proxy even if he/she has an interest in the outcome of the resolution.

Note to beneficial owner:
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			
Resolution 1	THAT, in accordance with article 36(3) of the DIFC Law No. 5 of 2018 (the "**Companies Law**") and article 2.2(c) of the Company's articles of association (the "**Articles of Association**") the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to:		
	i. allot an aggregate nominal amount of US$750 represented by Ordinary A shares in the capital of the Company (each having the rights and restrictions set out in the Company's articles of association as adopted pursuant to Resolution 10) for the purpose of issuing the Subscription Shares (as such term is defined and as described in the Letter to Shareholders); and		
	ii. grant rights to subscribe for up to an additional		

No.	Resolutions relating to	Number of Votes For	Number of Votes Against
	aggregate nominal amount of US$272.829158 represented by Ordinary A shares in the capital of the Company (and allot up to such additional aggregate nominal amount represented by Ordinary A shares in the capital of the Company in satisfaction of the exercise of such rights) for the purpose of issuing the Warrants and the Warrant Shares (as such terms are defined and as described in the Letter to Shareholders). The authority granted under this Resolution shall expire at the earlier of the Company's next general meeting revoking such authority, and the fifth anniversary of the date on which this Resolution is passed save that the Company may, before this authority expires, make an offer or enter into an agreement which would or might require Ordinary A shares to be allotted or rights to subscribe for Ordinary A shares to be granted and the directors of the Company may allot Ordinary A shares or grant rights to subscribe for Ordinary A shares (and allot Ordinary A shares in satisfaction of the exercise of such rights) in pursuance of that offer or agreement.		
Resolution 2	THAT, the waiver of the mandatory bid requirement on the Public Investment Fund of the Kingdom of Saudi Arabia ("**PIF**") to make an offer under Rule 4.1.1 of the Takeover Rules module of the DFSA Rulebook (the "**TKO**") as a result of the allotment and issuance to PIF of the Subscription Shares upon completion of the subscription agreement entered into between the Company and PIF dated 10 February 2022 ("**Completion**"), and upon any Warrant Shares being issued to PIF thereafter in accordance with the terms of such subscription agreement and the warrant instrument to be entered into by the Company and PIF pursuant thereto be and is hereby approved. *This Resolution 2 may only be voted on by Independent Shareholders.*		
Resolution 3	THAT, in accordance with article 12.2 of the Articles of Association and subject to the adoption of Resolution 10, Fadi Adel AlSaid shall be appointed as a Director of the Company with effect from Completion.		
Resolution 4	THAT, in accordance with article 12.2 of the Articles of Association and subject to the adoption of Resolution 10, Muteb bin Mohammed Al Shathri shall be appointed as a Director of the Company with effect from Completion.		
Resolution 5	THAT, in accordance with article 12.2 of the Articles of Association and subject to the adoption of Resolution 10, Sadhak Bindal shall be appointed as a Director of the Company with effect from Completion.		

No.	Resolutions relating to	Number of Votes For	Number of Votes Against
Resolution 6	THAT, in accordance with article 12.2 of the Articles of Association and subject to the adoption of Resolution 10, Naif bin Saleh Al Issa shall be appointed as a Director of the Company with effect from Completion.		
Resolution 7	THAT, in accordance with article 12.2 of the Articles of Association and subject to the adoption of Resolution 10, Mr. Mohammed bin Turki Alsudairy shall be appointed as a Director of the Company with effect from Completion.		
Resolution 8	THAT, in accordance with article 12.2 of the Articles of Association and subject to the adoption of Resolution 10, Faisal bin Hassan Al Areefi shall be appointed as a Director of the Company with effect from Completion.		
SPECIAL RESOLUTIONS			
Resolution 9	THAT, subject to the passing of Resolution 1, and pursuant to the waiver by the shareholders of the rights under Article 40 of the Companies Law and Article 2.3 of the Articles of Association for the purposes of the issuance of the Subscription Shares and the Warrant Shares, that the directors of the Company be and they are hereby empowered to allot equity securities (as defined in Schedule 1 of the Companies Law) of the Company for cash pursuant to the authority conferred by Resolution 1 above as if Article 40 of the Companies Law and article 2.3 of the Articles of Association did not apply provided that this power shall be limited to up to an aggregate nominal amount of US$1,022.829158. This power, unless renewed, extended, varied or revoked by the Company in a general meeting, shall expire on the fifth anniversary of the date on which this Resolution is passed. The Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the directors may allot equity securities pursuant to that offer or agreement.		
Resolution 10	THAT, subject to the passing of Resolutions 1, 2 and 9, with effect from the conclusion of the EGM, the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association, for the purpose of (i) creating a new class of shares designated as "Ordinary A shares" (each having the rights and restrictions prescribed therein) and (ii) increasing the Company's authorised share capital to two billion one thousand one hundred Dollars (US$2,000,001,100) divided into five billion (5,000,000,000) Ordinary Shares of US$0.40 each and one billion one hundred million (1,100,000,000) Ordinary A Shares of US$0.000001 each; (iii) increasing the maximum number of directors of the Company from nine to 11; and (iv) facilitating the conduct of virtual general meetings of the Company.		

No.	Resolutions relating to	Number of Votes For	Number of Votes Against

Number of shares as at the Record Date: ______________________________

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

Account number with Broker / NIN account number*: ______________________________

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*Delete where applicable

Dated this ______________________day of_______________________2022

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Signature of shareholder(s) or Common Seal

IMPORTANT: PLEASE READ NOTES TO THE EGM NOTICE