

Form of Proxy
DP Poland PLC (the “Company”)
 Company number: 07278725

For use at the Annual General Meeting (“**AGM**”) of the Company convened at 1 Embankment Place, London WC2N 6RH on 28 July 2023 at 10 a.m.

I/We _____ [Block capitals]

of _____

being a member of the Company, appoint the chair of the meeting or*

as my/our proxy to attend, speak and vote on my/our behalf at the AGM of the Company, to be held on 28 July 2023 at 10 a.m. and at any adjournment of the meeting, on the following resolutions.

Please indicate with an ‘X’ in the appropriate space how you wish your vote to be cast. Unless otherwise indicated, the proxy will vote as they think fit, or abstain.

Ordinary Resolutions	For	Against	Vote withheld
1. To receive and adopt the Company's financial statements and annual accounts for the financial year ended 31 December 2022 together with the Directors' report and auditors' report on these accounts.			
2. That, pursuant to section 239 of the Companies Act 2006 (the “Act”) the omission of the Directors for the delay of holding the AGM outside of the prescribed period set out under section 336(1) of the Act, be and hereby is ratified.			
3. To appoint Mazars LLP as auditors of the Company in accordance with section 489 of the Act to hold office until the conclusion of the next AGM at which the accounts of the Company are laid.			
4. To authorise the Directors of the Company to determine the auditors' remuneration for the coming financial year.			
5. To re-elect Jakub Chechelski as a Director of the Company.			
6. To re-elect Jeremy Dibb as a Director of the Company.			
7. To re-elect Przemyslaw Glebocki as a Director of the Company.			
8. To elect Nils Gornall as a Director of the Company.			
9. To elect Edward Kacyrz as a Director of the Company.			

10. To elect Andrew Rennie as a Director of the Company.			
11. To elect David Wild as a Director of the Company.			
<p>12. That the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £1,187,470 representing one third of the current issued share capital of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the earlier of 15 months after the passing of this Resolution or at the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to section 551 of the Act, but without prejudice to the allotment of any equity securities already made or to be made pursuant to such authorities.</p>			
Special Resolutions	For	Against	Vote withheld
<p>13. That, subject to the passing of Resolution 12 above, the Directors be and are generally and unconditionally authorised to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 12 above as if section 561 of the Act or any pre-emption provisions contained in the Company's articles of association ("Articles") did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:</p> <p>a. in connection with an offer of equity securities by way of rights issue to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange;</p> <p>b. otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £356,241 representing approximately ten per cent. of the current issued share capital of the Company,; and</p> <p>c. otherwise than pursuant to sub-paragraph (a) or (b) above, up to an aggregate nominal amount equal to twenty (20) per cent. of any allotment of equity securities from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.</p> <p>This authority shall, unless previously revoked, varied or renewed by the Company in a general meeting, expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.</p>			
14. That, subject to the passing of Resolution 13 above, the Directors be and are generally and unconditionally authorised to allot equity securities (within the			

<p>meaning of section 560 of the Act), in addition to any authority granted under resolution 13, wholly for cash as if section 561 of the Act or any pre-emption provisions contained in the Articles did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:</p> <p>a. up to an aggregate nominal amount of £356,241 representing approximately ten (10) per cent. of the current issued share capital of the Company such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and</p> <p>b. otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount equal to twenty (20) per cent. of any allotment of equity securities from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.</p> <p>This authority shall, unless previously revoked, varied or renewed by the Company in a general meeting, expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.</p>			
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Signature	Date

Notes

*** You may, if you wish, in the space provided insert the name(s) of the person(s) of your choice to attend and vote at the meeting on your behalf.**

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. This form of proxy confers authority to demand or join in demanding a poll.

2. Appointment of a proxy does not preclude you from attending the meeting and voting either in person or electronically. If you have appointed a proxy and attend the meeting in person or electronically and vote, 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. Where you appoint as your proxy someone other than the chair, 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 chair 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 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.

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, select the relevant "Vote withheld" 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 vote or abstain from voting at his or her discretion. 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 SLC Registrars, PO Box 5222, Lancing, BN99 9FG or sent by scanned PDF emailed to proxy@slcregistrars.com; and
- received by SLC Registrars no later than 10.00 a.m. on 26 July 2023.

If you are posting your proxy form within the UK, we encourage you to post early and please allow at least three working days for delivery. Please allow extra time for posting if posting from overseas.

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 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 utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

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.

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.