**FORM OF PROXY**

**FORM OF PROXY** for the meeting of the Warrant Holders (the "**Warrant Holder Meeting**”) of the Company to be held at 11:15am on Wednesday 11 January 2022 at First Floor, 10 Lefebvre Street, St Peter Port, Guernsey GY1 2PE

I/We …………………………………………………………………………………………………..

of …………………………………………………………………………………………………..

being a Warrant Holder/Warrant Holders of the Company hereby appoint the Chairman of the Warrant Holder Meeting, or failing him, an authorised representative of Admina Fund Services Limited, or ………………………………….., as my/our proxy to vote for me/us on my/our behalf at the Warrant Holder Meeting to be held on Wednesday 11 January 2022 at 11:45am and at any adjournment thereof.

Any defined terms used in this Form of Proxy shall have the same meaning as those set out in the shareholder circular of the Company dated 20 December 2022 (the "**Circular**").

Please indicate with an X in the spaces below how you wish your votes to be cast.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **ORDINARY RESOLUTIONS** | **FOR** | **AGAINST** | **WITHELD** |
| **1.** | **THAT** the Warrant T&Cs contained in the warrant agreement dated 5 October 2021 entered into between the Company and Van Lanschot Kempen N.V. be amended in accordance with the amended Warrant T&Cs in the form attached at Appendix 3 of the Circular, and that the Warrant Instrument be amended as follows, in order to mirror the Amended Warrant T&Cs:   1. the capitalised term 'the Business Combination Deadline' included in consideration (D) and clauses 2.4, 2.5, 3.2 and 4.1.2 of the Warrant Instrument will be replaced by '11 April 2024'; 2. clause 3.2 of the Warrant Instrument will be amended by deleting the words '(as defined in the Prospectus)'; and 3. clause 4.5 of the Warrant Instrument will be amended by replacing the words '(as defined in the Warrant T&Cs)' with 'The "Black-Scholes Warrant Value" means the value of a Warrant immediately prior to the consummation of the applicable event based on the Black-Scholes Warrant Model for a Capped American Call on Bloomberg Financial Markets (assuming zero dividends).'. |  |  |  |

Unless otherwise instructed, the proxy will vote or abstain from voting as he thinks fit.

…………………………………………………………….

Signed this day of 2022 (See note 3 below)

Notes:

1. If any other proxy is preferred, strike out the words “the Chairman of the Warrant Holder Meeting or, failing him an authorised representative of Admina Fund Services Limited” and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a shareholder.

2. If the appointer is a corporation this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.

3. The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.

4. To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the Secretary of the Company, Admina Fund Services Limited, First Floor, 10 Lefebvre Street, St Peter Port, Guernsey, GY1 2PE ([disruptive@admina.gg](mailto:disruptive@admina.gg)), not less than forty-eight hours before the time appointed for holding the Warrant Holder Meeting or any adjournment thereof as the case may be.

5. The completion of this form will not preclude a shareholder from completing a further form, such form to supersede any previous forms completed, or attending the Warrant Holder Meeting and voting in person.

6. Any alteration of this form must be initialled.

7. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

8 In the event that a form of proxy is returned without an indication as to how the proxy shall vote on the resolutions, the proxy will exercise his discretion as to whether and, if so, how he votes.

9. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for or against a resolution.