

DISRUPTIVE CAPITAL ACQUISITION COMPANY LIMITED

Registration Number: 69150

(the "Company")

FORM OF PROXY

FORM OF PROXY for the Sponsor Shareholder Class Meeting (the "**Sponsor Shareholder Class Meeting**") of the Company to be held at 10:30 a.m. BST on 12 May 2023 at First Floor, 10 Lefebvre Street, St Peter Port, Guernsey GY1 2PE

I/We

of

being an Sponsor Shareholder/Sponsor Shareholders of the Company hereby appoint the Chairman of the Sponsor Shareholder Class 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 Sponsor Shareholder Class Meeting of the Company to be held on 12 May 2023 at 10.30 a.m. BST 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 April 2023 (the "**Circular**").

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

	ORDINARY CLASS RESOLUTIONS OF THE HOLDERS OF SPONSOR SHARES	FOR	AGAINST	WITHELD
1.	THAT: the articles of DCAC (the " Articles ") be and are hereby replaced in their entirety by the amended articles in the form appended to the Circular at Appendix 1 (the " Amended Articles ");			
2.	THAT: notwithstanding the terms of the Articles, the Amended Articles, or any other agreement, letter or document (including but not limited to the Insider Letter, the DCAC IPO Prospectus, the Sponsor Shares Subscription Agreement, the Sponsor Warrant Agreement, the Warrant T&Cs) and not withstanding any prior terms or statements as regards the conversion of DCAC Sponsor Shares, any price hurdles or any promote schedule, on and with effect from the Completion Date (as defined below) (the " Amended Sponsor Promote "): a. the terms, rights and restrictions attaching to each of the DCAC Sponsor Shares in issue shall be varied to be identical to the terms, rights and restrictions attaching to a DCAC Ordinary Share, and each DCAC Sponsor Share in issue shall convert on a one for one basis into a DCAC Ordinary Share; b. 1,648,721 (being 50% of the DCAC Ordinary Shares arising from			

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	conversion of DCAC Sponsor Shares, plus 86,221 DCAC Ordinary Shares)(the " Extinguishing Sponsor Shares ") shall be acquired by the Company for £0.0001 consideration and held in treasury, subject to and in accordance with the Companies Law; and			
3.	THAT: to the extent the adoption of the Amended Articles and/or the Amended Sponsor Promote modifies, varies or abrogates the rights or obligations attaching to the DCAC Ordinary Shares or the DCAC Sponsor Shares, any such modification, variation or abrogation be and is hereby approved.			

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

.....
Signed this day of 2023 (See note 3 below)

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Notes:

1. If any other proxy is preferred, strike out the words “the Chairman of the Sponsor Shareholder Class 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), not less than forty-eight hours before the time appointed for holding the Sponsor Shareholder Class 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 Sponsor Shareholder Class 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.