

# DELFI LIMITED

(Company Registration No. 198403096C)  
(Incorporated in the Republic of Singapore)

## PROXY FORM

(Please see notes overleaf before completing this Form)

TO BE EFFECTIVE THIS FORM MUST BE SUBMITTED  
NO LATER THAN

10:00 A.M. ON 21 APRIL 2024

(For CPF/SRS Investors, see Note 7.)

### IMPORTANT:

- The AGM of the Company will be held, in a wholly physical format at Singapore Marriott Tang Plaza Hotel, 320 Orchard Rd, Singapore, 238865 in the Legacy Room, on Level 2 on Tuesday, 23 April 2024 at 10:00 a.m.. There will be no option for members to participate virtually.
- For investors who have used their CPF monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR THEIR INFORMATION ONLY.
- This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 8 April 2024.
- A relevant intermediary may appoint more than two proxies to attend the AGM and vote (please see Note 3 for the definition of "relevant intermediary").

**PLEASE READ THE NOTES TO THE PROXY FORM**

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./Company Registration No.),  
of\_(Address) \_\_\_\_\_

being a \*member/members of Delfi Limited (the "Company"), hereby appoint:

| Name    | NRIC/Passport No. | Proportion of Shareholdings |   |
|---------|-------------------|-----------------------------|---|
|         |                   | No. of Shares               | % |
| Address |                   |                             |   |

and/or (delete as appropriate)

| Name    | NRIC/Passport No. | Proportion of Shareholdings |   |
|---------|-------------------|-----------------------------|---|
|         |                   | No. of Shares               | % |
| Address |                   |                             |   |

or failing whom, Chairman of the Annual General Meeting ("AGM" or "Meeting"), as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the AGM of the Company to be convened and held at Singapore Marriott Tang Plaza Hotel, 320 Orchard Rd, Singapore, 238865 in the Legacy Room, on Level 2 on Tuesday, 23 April 2024 at 10:00 a.m. (Singapore time) and at any adjournment thereof.

\*I/We direct \*my/our \*proxy/proxies to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated below. 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 matter arising at the AGM and at any adjournment thereof. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as \*my/our proxy for that resolution will be treated as invalid.

| No.                       | Resolutions relating to:  | No. of votes 'For'** | No. of votes 'Against** | No. of votes 'Abstain** |
|---------------------------|---|----------------------|-------------------------|-------------------------|
| <b>Ordinary Business</b>  |   |                      |                         |                         |
| 1                         | To receive and adopt Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023, together with the auditors' report thereon. |                      |                         |                         |
| 2                         | To declare final and special dividend.  |                      |                         |                         |
| 3                         | To re-elect Mr Pedro Mata-Bruckmann as a Director of the Company.   |                      |                         |                         |
| 4                         | To re-elect Mr Lee Meng Tat as a Director of the Company.   |                      |                         |                         |
| 5                         | To approve additional Directors' fees for the financial year ended 31 December 2023.  |                      |                         |                         |
| 6                         | To approve Directors' fees for the financial year ending 31 December 2024.  |                      |                         |                         |
| 7                         | To re-appoint PricewaterhouseCoopers LLP as auditors and to authorise the Directors to fix their remuneration.  |                      |                         |                         |
| <b>Special Businesses</b> |   |                      |                         |                         |
| 8                         | To authorise Directors to issue shares and/or instruments under Section 161 of the Companies Act 1967.  |                      |                         |                         |
| 9                         | To authorise Directors to issue new ordinary shares under the Delfi Limited Scrip Dividend Scheme.  |                      |                         |                         |
| 10                        | To renew the Mandate for Interested Person Transactions.  |                      |                         |                         |

\* Delete where inapplicable.

\*\* If you wish to exercise all your votes "For" or "Against", or "Abstain" please tick with "✓" within the box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" each resolution.

**Note:** Please note that the short descriptions given above of the resolutions to be passed do not in any way whatsoever reflect the intent and purpose of the resolutions. The short descriptions have been inserted for convenience only. Shareholders are encouraged to refer to the Notice of AGM for the full purpose and intent of the resolutions to be passed.

Dated this \_\_\_\_\_ day, \_\_\_\_\_ of 2024

| Total number of Shares in | No. of Shares |
|---------------------------|---------------|
| (a) CDP Register          |               |
| (b) Register of Members   |               |
| <b>Total</b>              |               |

\_\_\_\_\_  
Signature of Member(s)  
and/or Common Seal of Corporate Shareholder

**IMPORTANT – PLEASE READ NOTES OVERLEAF**

**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. A proxy need not be a member of the Company.
3. A member who is a Relevant Intermediary\* entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote at the AGM instead of such member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

\*A "Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. The instrument appointing a proxy(ies) or Chairman of the Meeting as proxy must be deposited in the following manner:
    - i) if submitted by post, be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
    - ii) if submitted electronically, be submitted via email to the Company's Share Registrar at [delfiagm2024@boardroomlimited.com](mailto:delfiagm2024@boardroomlimited.com)in either case, by 10:00 a.m. on 21 April 2024 being not less than forty-eight (48) hours before the time appointed for holding the AGM.
  5. The instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorized in writing. Where the instrument appointing proxy(ies) or the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorized. Where the instrument appointing proxy(ies) or the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
  6. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, 1967.
  7. Investors who hold shares through Relevant Intermediaries\*, including under the Central Provident Fund Investment Scheme ("CPF Investors") or the Supplementary Retirement Scheme ("SRS Investors"), and who wish to appoint the Chairman of the AGM as a proxy should approach their respective Relevant Intermediaries\*, including CPF Agent Banks or SRS Operators, to submit their votes at least seven (7) working days before the AGM (i.e. by 10:00 a.m. on 11 April 2024).
  8. The Company shall be entitled to reject the instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy.
  9. In the case of members whose Shares entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy lodged if such members, being the appointor, are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the virtual AGM, as certified by The Central Depository (Pte) Limited to the Company.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 8 April 2024.