PROXY FORM

IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OA 725/2025

In the matter of Section 210 of the Companies Act 1967

And

In the Matter of
Procurri Corporation Limited
(Company Registration No.: 201306969W)

... Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act 1967

Among

Procurri Corporation Limited

And

The Target Shareholders (as defined herein)

And

Exeo Global Asset Holdings Pte. Ltd.

PROXY FORM

PROCURRI CORPORATION LIMITED
(Company Registration No. 201306969W)
(Incorporated in the Republic of Singapore)

PROXY FORM
SCHEME MEETING
(Please see notes overleaf before completing this Form)

IMPORTANT:

1. A proxy need not be a member of the Company and may be the Chairman of the Scheme Meeting.
2. A Target Shareholder who is not a Relevant Intermediary and is entitled to attend and vote at the Scheme Meeting may appoint one (1) proxy to attend and vote in his/her/its stead. Where a Target Shareholder who is not a Relevant Intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.
3. This Proxy Form is not valid for use by persons who hold Target Shares through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. CPFIS Investors and SRS Investors who wish to appoint the Chairman of the Scheme Meeting as proxy should approach their respective CPFIS Agent Banks or SRS Agent Banks to submit their votes by 10.00 a.m. on 1 August 2025, being seven (7) working days before the date of the Scheme Meeting.
4. All capitalised terms used in this Proxy Form but not otherwise defined herein shall have the same meanings given to them in the Company's Scheme Document to Target Shareholders dated 28 July 2025.
5. **Please read the notes overleaf which contains instructions on, inter alia, the appointment of a Target Shareholder's proxy to attend, speak and vote on his/her/its behalf, at the Scheme Meeting.**

Personal Data Privacy

By submitting an instrument appointing a proxy, the Target Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 28 July 2025.

I/We* _____ (Name) _____ (NRIC/Passport No./UEN No.*)

of _____ (Address)

being a member/members* of **PROCURRI CORPORATION LIMITED** (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport No.

or failing him/her*, the Chairman of the Scheme Meeting, as my/our* proxy to attend and to vote for me/us* on my/our* behalf at the Scheme Meeting to be held at 8 Aljunied Avenue 3, The Pulse, Singapore 389933 on 12 August 2025 at 10.00 a.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, approving the Scheme referred to in the notice convening the Scheme Meeting, and at such Scheme Meeting (or at any adjournment thereof) to vote for me/us* and in my/our* name(s) for the said Scheme or against the said Scheme as hereunder indicated.

I/We* direct my/our* proxy to vote for or against, or abstain from voting on, the Scheme as indicated hereunder. If no specific direction as to voting is given, my/our* proxy may vote or abstain from voting at his/her* discretion. If no person is named in the above boxes, the Chairman of the Scheme Meeting shall be my/our* proxy to vote, for or against the Scheme to be proposed at the Scheme Meeting, for me/us* and on my/our* behalf at the Scheme Meeting and at any adjournment thereof. In appointing the Chairman of the Scheme Meeting as proxy, Target Shareholders must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

Voting will be conducted by poll.

THE SCHEME RESOLUTION	For	Against	Abstain
To approve the Scheme			

Notes:

If you are a Target Shareholder who is not a Relevant Intermediary:

*You may only cast all the votes you use in the Scheme Meeting **IN ONE WAY**. If you wish to vote "**FOR**" the Scheme Resolution, please indicate with a tick (✓) in the box marked "**FOR**" as set out above. If you wish to vote "**AGAINST**" the Scheme Resolution, please indicate with a tick (✓) in box marked "**AGAINST**" as set out above. If you wish to abstain from voting on the Scheme Resolution, please indicate with a tick (✓) in the box marked "**ABSTAIN**" as set out above. **DO NOT TICK MORE THAN ONE BOX**.*

If you are a Target Shareholder who is a Relevant Intermediary:

*Please indicate (i) the number of votes "**FOR**" or "**AGAINST**" in the "**FOR**" or "**AGAINST**" boxes as set out above in respect of the Scheme Resolution; and (ii) the number of Shares your proxy is directed to abstain from voting in the "**ABSTAIN**" box provided in respect of the Scheme Resolution.*

Dated this _____ day of _____ 2025

Total number of Shares In:	No. of Shares
(a) CDP Register	
(b) Register of Members	

_____

Signature(s) of Target Shareholder(s) and/or Common Seal
**Delete where inapplicable*

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:

1. The Scheme Meeting will be convened and held in a wholly physical format. **There will be no option for Target Shareholders to participate virtually.** This Proxy Form (along with the Scheme Document, the Notice of Scheme Meeting and the Request Form) may be accessed at the Company's website at https://investor.procurri.com/sgx_announcements.html and on SGXNet at https://www.sgx.com/securities/company-announcements.
2. This Proxy Form is not valid for use by persons who hold Shares through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. CPFIS Investors or SRS Investors who wish to appoint the Chairman of the Scheme Meeting as proxy should approach their respective CPFIS Agent Banks or SRS Agent Banks to submit their votes by 10.00 a.m. on 1 August 2025, being seven (7) working days before the date of the Scheme Meeting. Persons who hold Shares through Relevant Intermediaries, other than CPFIS Investors and SRS Investors, who wish to appoint the Chairman of the Scheme Meeting as proxy should contact the Relevant Intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made.
3. A Target Shareholder who wishes to exercise his/her/its voting rights at the Scheme Meeting may: (a) vote at the Scheme Meeting in person or (b) appoint a proxy to vote on his/her/its behalf at the Scheme Meeting.
4. A Target Shareholder who is not a Relevant Intermediary and is entitled to attend and vote at the Scheme Meeting may only appoint one (1) proxy to attend and vote in his/her/its stead and may only cast all the votes he/she/it uses at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Target Shareholder who is not a Relevant Intermediary appoints more than one (1) proxy, such additional appointments shall be invalid. A proxy need not be a member of the Company and may be the Chairman of the Scheme Meeting.
5. The appointment of a proxy by this instrument shall not preclude a Target Shareholder from attending and voting in person at the Scheme Meeting. If a Target Shareholder attends the Scheme Meeting in person, the appointment of a proxy shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy to the Scheme Meeting.
6. A Target Shareholder should insert the total number of Shares held. If the Target Shareholder has Shares entered against his/her/its name in the Depository Register maintained by CDP, he/she/it should insert that number of Shares. If the Target Shareholder has Shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of Shares. If the Target Shareholder has Shares entered against his/her/its name in the said Depository Register and registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by the Target Shareholder.
7. The instrument appointing the Chairman of the Scheme Meeting as proxy must be submitted to the Company in the following manner:
   (a) if submitted electronically, by submitting it via email to the Company's Share Registrar at sg.is.proxy@vistra.com;
   (b) if submitted by post, by lodging it with the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
   (c) if submitted in person, by depositing it at the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619;

   in each case, by 10.00 a.m. on 9 August 2025, being seventy-two (72) hours before the time appointed for holding the Scheme Meeting.
8. A Target Shareholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post or in person to the addresses provided above, or before scanning and sending it by email to the email address provided above.
9. The Proxy Form must be under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
10. Where a Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the instrument may be treated as invalid.
11. Any reference to a time of day is made by reference to Singapore time.
12. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Target Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Scheme Meeting, as certified by CDP to the Company.
13. The Proxy Form (together with the power of attorney or such other authority, if any) must be deposited with the Company's Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619 or sent by email to sg.is.proxy@vistra.com, by 10.00 a.m. on 9 August 2025 (being not less than seventy-two (72) hours before the time appointed for the Scheme Meeting). **Target Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via email.**
14. If any Target Shareholder fails to submit a Proxy Form (if applicable) in the manner and within the period stated herein or if the Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Target Shareholder are not ascertainable from the instructions of the Target Shareholder specified in the Proxy Form (if applicable), the Target Shareholders and the proxy of such Target Shareholder (if applicable) may only be admitted to the Scheme Meeting at the discretion of the Chairman of the Scheme Meeting. Any such Target Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.
15. Persons who hold Target Shares through Relevant Intermediaries, other than CPFIS Investors and SRS Investors, and who wish to participate in the Scheme Meeting should contact the Relevant Intermediary through which they hold such Target Shares as soon as possible. Persons who hold Target Shares through Relevant Intermediaries, other than CPFIS Investors and SRS Investors, may (a) vote at the Scheme Meeting if they are appointed as proxy by their respective Relevant Intermediaries; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective Relevant Intermediaries, and should contact their respective Relevant Intermediaries as soon as possible in order for the necessary arrangements to be made.

    In addition, CPFIS Investors and SRS Investors may (i) vote at the Scheme Meeting if they are appointed as proxy by their respective CPFIS or SRS operators, and should contact their respective CPFIS or SRS operators if they have any queries regarding their appointment as proxy; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective CPFIS or SRS operators, and should approach their respective CPFIS or SRS operators by 10.00 a.m. on 1 August 2025, being at least seven (7) working days before the date of the Scheme Meeting, to ensure their votes are submitted.
16. In relation to any Target Shareholder who is a Relevant Intermediary:
    (a) subject to paragraph 16(b) below, a Target Shareholder who is a Relevant Intermediary need not cast all the votes it uses in the same way provided that (i) each vote is exercised in relation to a different Share; and (ii) the voting rights attached to all or any of the Shares in each sub-account maintained by the Relevant Intermediary may only be cast at the Scheme Meeting in one (1) way, but, for the avoidance of doubt the voting rights of the Shares in one (1) sub-account need not be cast in the same way as the Shares in another sub-account maintained by such Relevant Intermediary; and
    (b) a Target Shareholder who is a Relevant Intermediary may appoint more than two (2) proxies in relation to the Scheme Meeting to exercise all or any of the Target Shareholder's rights to attend and to speak and vote at the Scheme Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by the Target Shareholder (which number and class of Shares in relation to which each proxy has been appointed shall be specified) provided that no more than one (1) proxy may be given in respect of each sub-account maintained by the Relevant Intermediary which holds Shares. Where a proxy is appointed in accordance with this paragraph 16(b) of only one (1) sub-account holder, such proxy may only cast all the votes it uses at the Scheme Meeting in one (1) way.

    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;
    (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 (the "**CPF 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
17. For the purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act is satisfied:
    (a) the Company shall treat each proxy appointed in accordance with paragraph 4 and who casts a vote in respect of its Shares for or against the Scheme as casting one (1) vote. Where a person has been appointed as proxy of more than one (1) Target Shareholder to vote at the Scheme Meeting, the votes of such person shall be counted as the votes of the number of appointing Target Shareholders;
    (b) the Company shall treat each proxy appointed in accordance with paragraph 16(b) and who casts a vote in respect of its Shares for or against the Scheme as casting one (1) vote. Where a person has been appointed as proxy in accordance with paragraph 16(b) of more than one (1) sub-account holder to vote at the Scheme Meeting, the votes of such person shall be counted as the votes of the number of appointing sub-account holders;
    (c) subject to paragraph 17(d) below, where a Target Shareholder is a Relevant Intermediary, the Company shall treat each sub-account holder on whose behalf the Relevant Intermediary holds Shares, and which casts a vote in respect of the Shares in such sub-account for or against the Scheme, as casting one (1) vote in number.

        The Target Shareholder which is a Relevant Intermediary shall submit to the Share Registrar the list of these sub-account holder(s) (which sets out the name of each sub-account holder, the number of Shares attributed to each sub-account holder, and whether the sub-account holder has voted in favour of or against the Scheme in respect of such Shares). Each sub-account holder may only vote one (1) way in respect of all or any part of the Shares in such sub-account; and
    (d) where a Target Shareholder who is a Relevant Intermediary casts votes both for and against the Scheme otherwise than in accordance with paragraph 16(b) above and without submitting to the Share Registrar the information required under paragraph 17(c) above, without prejudice to the treatment of any proxies appointed in accordance with paragraph 16(b) above:
        (i) the Company shall treat the Relevant Intermediary as casting one (1) vote in favour of the Scheme if the Relevant Intermediary casts more votes for the Scheme than against the Scheme;
        (ii) the Company shall treat the Relevant Intermediary as casting one (1) vote against the Scheme if the Relevant Intermediary casts more votes against the Scheme than for the Scheme; and
        (iii) the Company shall treat the Relevant Intermediary as casting one (1) vote for and one (1) vote against the Scheme if the Relevant Intermediary casts equal votes for and against the Scheme.
18. CPFIS Agent Banks and SRS Agent Banks acting on the request of CPFIS Investors or SRS Investors who wish to attend the Scheme Meeting as observers are requested to submit in writing, a list with details of the investors' names, NRIC/Passport numbers, addresses and number of Shares held. The list, signed by an authorised signatory of the CPFIS Agent Bank or SRS Agent Bank, should reach the Company's Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619 at least seventy-two (72) hours before the time appointed for holding the Scheme Meeting.
19. All Target Shareholders will be bound by the outcome of the Scheme Meeting regardless of whether they have attended or voted at the Scheme Meeting.