

# ANANDA DEVELOPMENTS PLC - FORM OF PROXY

I/We.....of  
 .....being a  
 member of the Company, hereby appoint .....or failing him/her,  
 the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the  
 Company to be held at 6<sup>th</sup> floor, 60 Gracechurch Street, London, EC3V 0HR on 27 March 2023 at 11.00 a.m. and  
 at any adjournment thereof.

I/We direct my/our vote as indicated below in respect of the resolutions, which are referred to in the Notice convening  
 the Meeting (see notes below).

	<b>Ordinary Resolutions</b>	FOR	AGAINST	WITHHELD
Resolution 1	THAT, the purchase by the Company of the entire issued share capital of MRX Global Limited (company number 11785666), from the MRX Shareholders, for the sum of £2,021,520, as described in the Circular, be and is approved for the purposes of section 190 of the Companies Act 2006 and that the Independent Directors (as defined in the Circular) be and are hereby authorised to take all steps necessary or, in the opinion of the Independent Directors (as defined in the Circular), desirable to give effect to the terms of such acquisition.			
Resolution 2	THAT, subject to and conditional upon Resolution 1, the Board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the 2006 Act (in addition to the existing authority to allot shares granted at the general meeting of the Company held on 19th December 2022): up to an aggregate nominal amount of £1,347,680, being equivalent to the nominal value of the 673,840,000 Consideration Shares, in connection with the Acquisition; and further to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the said Act) in connection with the Acquisition, provided that such authority shall expire on 31 May 2023).			
Resolution 3	THAT, subject to and conditional upon Resolutions 1 and 2 being passed, the terms of clause 9.3 of the SPA dated 7 March 2023 between (1) the Company and (2) the MRX Shareholders shall, subject to the passing of this resolution, have the right to purchase some or all of the 673,840,000 Consideration Shares for the aggregate sum of £1.00 in the event of a claim under the warranties given by the MRX Shareholders, be and is approved and that the Company be authorised to purchase such Consideration Shares on such terms, which contract has been deposited at the registered office of the Company for not less than 15 days prior to the meeting convened by this notice and is produced to the meeting and initialled by the Chairman for the purpose of identification, and that the authority conferred by this resolution shall, unless varied, revoked or renewed prior to such time, expire on the 12 month anniversary of the General Meeting.			

Date .....

Signature .....

**Please tick here if you are appointing more than one proxy.**

**Number of shares proxy appointed over.**

## Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Should you wish to appoint more than one proxy please return this form and attach to it a schedule detailing the names of the proxies you wish to appoint, the number of shares each proxy will represent and the way in which you wish them to vote on the resolutions that are to be proposed. To be valid, the Form of Proxy and any power of attorney or other authority (if any) under which it is signed (or a copy certified notarially, or in some other manner approved by the Board) must be completed and returned so as to reach the Company's Registrars, SLC Registrars, P.O. Box 5222, LANCING, BN99 9FG or by email [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com) by no later than 11.00 a.m. on 23 March 2023 (or, if the meeting is adjourned, not less than 48 hours before the time fixed for the holding of the adjourned meeting).
2. In the case of a corporation, the form of proxy must be executed under its common seal or the hand of an officer or attorney duly authorised.
3. A member may appoint a proxy of its own choice. If the name of the member's choice is not entered in the space provided on the form of proxy, the return of the form of proxy duly signed will authorise the Chairman of the meeting to act as that member's proxy.
4. 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 "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.
5. In the case of CREST members utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, each proxy appointment must be received by the Company not less than 48 hours before the time of the meeting (excluding any day which is not a business day).
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using 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.
7. In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent ID 7RA01 by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) the Company has specified that only those members registered on the Register of Members of the Company at 6.30 p.m. on 23 March 2023 shall be entitled to vote at the GM in respect of the number of ordinary shares registered in their name at that time. Changes to the Register of Members after 6.30 p.m. on 23 March 2023 shall be disregarded in determining the rights of any person to vote at the GM.