

PROXY

**FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PHOENIX VEGA MEZZ PLC,
ON 12 JULY 2023**

The undersigned Shareholder of PHOENIX VEGA MEZZ PLC

| | |
|---|--|
| Name / Company Name | |
| Address / Registered Office | |
| Identity card number/Company's Register Num. | |
| Mobile Phone Number | |
| email | |
| DSS Investor Share No (Athex) | |
| Number of shares/voting rights | <input type="checkbox"/> For the total number for which I will have a voting right on the Record Date, as this is stated in the Invitation to the AGM. <input type="checkbox"/>/ (exact number of shares) |
| Name of the legal entity's representative who signs the form (completed by legal entities only) | |

hereby authorize, empower and direct ^{(1), (2), (3)}

[Please note that you can appoint, as follows, one (1) proxy holder of your choice.]

1. Mrs. Nayia Morphi

Note: The above is director of the Company. In case your proxy is the above (under 1) and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

2.,

Email and

Mobile Phone Number

Note: In case your proxy is the abovementioned under (2) and no specific voting instructions are provided, your proxy will vote as s/he thinks fit. In case your proxy be a member of the BoD or an employee of the Company and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

¹ Please select up one (1) proxy by marking the appropriate box 1- with a v or add your proxy under 2. If more are selected, the first one will be deemed to have been appointed.

² The proxy could be either a natural person or a legal entity.

³ Relevant information on voting by proxy is included in the Invitation of the Annual General Meeting.

Note: Please fill in the mobile phone number of your hereinabove (under 2) proxy, in order for him to receive a unique (personal) participation password, enabling the participation remotely in real time via teleconference in the Annual General Meeting of shareholders of the Company. If not provided, participation in the Annual General Meeting will not be possible. In case your proxy is the abovementioned under 1, there is no need to fill in any mobile phone number.

to represent me / the Legal Entity⁽⁴⁾ at the Annual General Meeting of the Shareholders of the Company to be held on Wednesday, 12 July 2023, at 11:00 a.m, remotely in real time via teleconference, or any adjournment thereof and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity⁽⁴⁾, for all / voting rights owned by me / the Legal Entity⁽⁴⁾ on the Record Date, taking any and all necessary actions as follows⁽⁵⁾:

| | FOR | AGAINST | ABSTAIN |
|-------------------------|--------------------------|--------------------------|--------------------------|
| ALL ITEMS ON THE AGENDA | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

or:

| | ITEMS ON THE AGENDA | FOR | AGAINST | ABSTAIN |
|---|--|--------------------------|--------------------------|--------------------------|
| 1 | Approval of the Company's Financial Statements for the year ending on 31 December 2022. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | Approval of the remuneration of the Directors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | Appointment of Baker Tilly as auditors until the next Annual General Meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | Authorization to the Board of Directors to determine the auditors remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | Reduction of the Company's share capital by EUR 18.005.288,0976, by reducing the nominal value of the entire shares from EUR 0,0356 to EUR 0,0212 each. Authorising the Board of Directors to execute the resolution / approval in this respect. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

⁴ Delete as appropriate.

⁵ Please mark the appropriate box with a v.

Any revocation of this proxy will be valid if it has been notified to the Company, either in a hard copy form at the Investors Information Services Division (Mitropoleos 9, Athens, tel. +30 210 3739301 and +302103335039 , or electronically to the e-mail address register@phoenixvegamezz.com.cy, at least forty eight (48) hours before the relevant date of the Annual General Meeting.

Place and date:

(name/surname)

(signature)