

PROXY FORM

**2ND EXTRA-ORDINARY GENERAL MEETING TO BE HELD AT 11.00 A.M.
ON THURSDAY THE 20TH MAY 2021 AT AG MORTGAGE BANK PLC,
96, OPEBI ROAD, IKEJA-LAGOS.**

I/WE _____
(Name of shareholder in block letters)

Being a member/members of the above named company, hereby appoint:

_____ or failing him, the Chairman of the meeting as my/our proxy to act and vote for me/us and on my/our behalf at the 2nd Extra-ordinary General Meeting of the company to be held on and at any adjourned date thereof.

Dated this ____ day of _____ 2021

Shareholder's Signature _____

IF YOU ARE UNABLE TO ATTEND THE MEETING

A member (Shareholder) who is unable to attend an Extra-ordinary General Meeting is allowed by law to vote by proxy. The above proxy form has been prepared to enable you exercise your right to vote, in case you cannot personally attend the meeting.

Please sign this proxy form and forward it so as to reach the office of the Secretary, 96 Opebi Road, Ikeja, Lagos, not later than 48 hours before the time fixed for the meeting. If executed by a Corporation, the proxy form should be duly executed by the appointor.

It is a requirement of the law under the Stamp Duties Act CAP S8, Laws of the Federation of Nigeria, 2004 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must be stamped by the Commissioner for Stamp Duties.

The proxy must produce the Admission Card below to obtain entrance to the meeting.

**AG MORTGAGE BANK PLC
14TH ANNUAL GENERAL MEETING
ADMISSION CARD**

Please admit the shareholder named on this card or his duly appointed proxy to the 2nd Extra-ordinary General Meeting of the Company to be held on the 20th May 2021 at the Boardroom, AG Mortgage Bank Plc, 96 Opebi Road, Ikeja-Lagos.

This admission card must be presented By the shareholder in order to obtain entrance to the Annual General Meeting

SPECIAL RESOLUTION	FOR	AGAINST
1. That the Authorized Share Capital of the Bank be increased from five billion naira (N5,000,000,000) divided into ten billion (10,000,000,000) Ordinary Shares of 50K each to ten billion naira (N10,000,000,000) divided into twenty billion (20,000,000,000) Ordinary shares of 50k each by the creation of ten billion (10,000,000,000) Ordinary shares of 50k each, such shares ranking pari passu in all respects with the existing shares in the Capital of the Bank;		
2. That pursuant to the increase in the Share Capital as stated in resolution 1 above, 2,320,000,000 Ordinary shares of 50k of the new shares created be issued by way of Private Placement, Rights Issue and/or Public Offer or a combination of the three methods (Private Placement, Rights and Public Offer) or any other methods at a price to be advised by the Financial Advisers and approved by the Board, the Securities and Exchange Commission and other relevant Regulatory Authorities.		
3. That the Sum of N625,000,000 out of the sum of N712,871,000 outstanding to the credit of Share Premium account be applied to pay for 1,250,000,000 Ordinary shares of 50k each and same be distributed to shareholders on the basis of one (1) new Ordinary share of 50 k each for every Eight (8) Ordinary Shares of 50k each held at a date to be fixed by the Directors after all the necessary regulatory approvals have been obtained.		
4. That the Board and Management are hereby authorized to do all that are necessary and required to give effect to the resolutions so passed		

Name of Shareholder

Name of Proxy

Number of shares held

Signature