

**Proxy Form**

The **Extra Ordinary Meeting** of Royal Exchange Plc will be held at Darlington Hall, Plot CDE Industrial Crescent Off Town Planning Way, Ilupeju,, Lagos, on **Thursday, February 09 2023** at **10.00 o'clock** in the forenoon.

I/we.....being a member/members of Royal Exchange Plc hereby appoint..... or failing him, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Extra Ordinary Meeting of the Company to be held **on Thursday, February 09, 2023** and at every adjournment thereof.

Dated this **13<sup>th</sup> day of January 2023**

Nos.	RESOLUTION FOR AGAINST	FOR	AGAINST
1.	To raise rights issue of N2,161,055,431		
2.	To authorize directors to fix the price to which the Rights Issue will be offered to existing shareholders		
3.	To authorize that in any event of under subscription, that the directors hereby raise the equity through private placement		
4.	To authorize that the remaining unissued shares after the Rights Issue or private placement be and are hereby cancelled		
5.	That the Directors be and are hereby authorized to enter into any necessary agreements towards the implementation of the above resolutions.		

**NOTES:**

- Please indicate with an 'X' in the appropriate squares how you wish your votes to be cast on the resolution set out above.
- A member (shareholder) who is unable to attend the Annual General Meeting is allowed to vote by proxy. The above proxy form has been prepared to enable you to exercise your right to vote in case you cannot personally attend the meeting. Members wishing to vote by proxy should please ensure that the appropriate stamp duties due on the proxy form are paid. The proxy must produce the "Authority to Admit", attached to this form to gain entrance to the Meeting.
- Provision has been made on this form for the Chairman of the meeting to act as your proxy. However, if you so wish, you may insert in the space provided on the form, the name of any person whether a member of the Company or not who will attend the Meeting and vote on your behalf.
- Please sign the above proxy form and post it so as to reach The Registrars, Cardinal Stone (Registrars) Limited, 335/337 Herbert Macaulay Way, Yaba, Lagos not later than 48 hours before the appointed time for holding the meeting. If executed by a corporation, the proxy form must bear the common seal of such corporation.

**AUTHORITY TO ADMIT**

Please admit .....at the **Extra Ordinary Meeting** of Royal Exchange Plc to be held at **Darlington Hall, Plot CDE Industrial Crescent Off Town Planning Way, Ilupeju, Lagos on Thursday February 09, 2023, 10.00 o'clock** in the forenoon.

**NOTES:**

- This authority to admit must be produced by the shareholder or his/her proxy in order to gain entry to the venue of the Extra Ordinary Meeting.
- Shareholders or their proxies must sign this authority for admission before attending the Meeting.

**For Mazars Ojike & Partners**  
 Company Secretary  
 FRC/2021/002/00000022920

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**Signature of person attending**

FOR REGISTRAR/COMPANY USE ONLY	
NAME OF SHAREHOLDER:	
NUMBER OF SHARES:	

CAUTION: TO BE VALID THIS FORM MUST BE STAMPED ACCORDINGLY