

Notore

NOTORE CHEMICAL INDUSTRIES PLC

PROXY FORM

I/We

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of

.....

being a Member/Members of the above-named Company, hereby appoint

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of

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or failing him/her, the Chairman of the Meeting as my/our proxy to act and vote for me/us and on my/our behalf, at the Annual General Meeting of the Company, to be held on **17th August, 2020**, at Notore Chemical Industries Plc, 6th Floor, Keystone Bank Building, 1, Keystone Bank Crescent, off Adeyemo Alakija Street, Victoria Island, Lagos, in respect of the Resolutions listed below and at any adjournment thereof.

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. However, in compliance with the CAC Guidelines for conduct of AGM by Proxy, the Company has made arrangement at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars.

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PROPOSED RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. To receive and consider the Audited Financial Statements of the Company and of the Group for the year ended 30 th September 2019, together with the Reports of the Directors, Auditors and Audit Committee thereon			
2. To re-appoint PricewaterhouseCoopers ("PwC"), the Company's External Auditors and to authorise the Directors of the Company to fix the remuneration of the External Auditors			
3. To ratify the appointment of the following as Non-Executive Directors of the Company: (i) Mr. Tseyi Hammond and (ii) Mr. Ovie Ukiri			
4. To re-elect the following Directors who in accordance with Section 259(2) of the Companies and Allied Matters Act (CAMA), Cap. C20, Laws of the Federation of Nigeria, 2004 are retiring by rotation, but are eligible and have offered themselves for re-election: (i) Mr. Ikeme Osakwe (ii) Mr. Hassan Badrawi (iii) Mr. Mike Jansa			
5. To elect members of the Statutory Audit Committee			
6. To consider, and if approved, to pass, with or without modification, the following as Ordinary Resolutions: 6.1 That the Company hereby authorises the increase in the Authorised Share Capital of the Company from the sum of One Billion Naira (₦1,000,000,000) to the sum of Two Billion Naira (₦2,000,000,000) by the creation and addition thereto of Two Billion (2,000,000,000) Ordinary Shares of Fifty Kobo (₦0.50k) each, such shares to rank pari pasu in all respects with the existing shares in the capital of the Company. 6.2 That the Company Secretary be and is hereby authorised to perform all such acts as are necessary to give effect to the above-listed resolution, including filing and certifying the requisite forms and returns at the Corporate Affairs Commission			
7. That the Company hereby approves the following sub-joined Resolutions as Special Resolution: 7.1 That the Memorandum of Association of the Company be and is hereby amended to reflect the new Authorised Share Capital			

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	<p>of the Company of Two Billion Naira (₦2,000,000,000) divided into Four Billion (4,000,000,000) Ordinary Shares of ₦0.50k each. Clause 6 of the Memorandum of Association of the Company be and is hereby amended to read as follows:</p> <p><i>"The Authorised Share Capital of the Company is ₦2,000,000,000 (Two Billion Naira) divided into 4,000,000,000 (Four Billion) Ordinary Shares of ₦0.50k each."</i></p>			
7.2	<p>That subject to obtaining requisite approvals, Clause 1 of the Articles of Association of the Company be and is hereby amended to read as follows:</p> <p><i>"Subject as hereinafter provided, the regulations contained in Part 1 of Table A in the First Schedule to the Companies and Allied Matters Act, Cap C.20, Laws of the Federation of Nigeria 2004, shall apply to the Company."</i></p>			
7.3	<p>That the Articles of Association be and is hereby amended to permit Members of the Board or Committees to attend Meetings physically or by electronic or virtual means and for such attendance to be deemed to be proper attendance.</p>			
7.4	<p>That the Company Secretary be and is hereby authorised to perform all such acts as are necessary to give effect to the above-listed resolution, including filing and certifying the requisite forms and returns at the Corporate Affairs Commission.</p>			
8.	<p>That the Company hereby approves the following sub-joined Resolutions as a Special Resolution:</p>			
8.1	<p>That subject to obtaining relevant regulatory approvals, the Directors be and are hereby authorised to raise whether by way of a public offering, special placement, rights issue or any other method(s) or combination of methods as the Board may deem fit, additional capital of up to ₦30,000,000,000 (Thirty Billion Naira) through the issuance of shares, convertible or non-convertible securities, loan notes, bonds and/or any other instruments, whether as a standalone transaction or under a programme, and in such tranches and on such terms and conditions, including a book building or other process, as may be determined by the Board of Directors.</p>			
8.2	<p>That the Directors of the Company be and are hereby authorised to apply any outstanding convertible loan, shareholder loan or loan facility due to any person from the Company towards the payment for any shares subscribed for by such person under the capital raise.</p>			
8.3	<p>That where the Directors deem fit, the public offer, special placement, rights issue or any other capital raise may be</p>			

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<p>underwritten on such terms and conditions as the Directors may approve.</p>			
<p>8.4 That, in the event that the Company raises the additional capital by way of a rights issue, any shares not taken up by the existing Shareholders within the stipulated period, be determined and offered to interested Shareholders of the Company and where the rights issue is underwritten, the Shareholders also waive their pre-emptive rights to enable the Underwriter(s) take up any unsubscribed shares.</p>			
<p>8.5 That the Board of Directors be and are hereby authorised and empowered to do all things, including without limitation, the appointment of professional advisers, execution of agreements and all other transaction documents; and the processing of all regulatory approvals required, to give effect to these resolutions. The Board of Directors may authorize the management of the Company to perform any of its functions herein.</p>			
<p>8.6 That all acts hitherto carried out by the Directors of the Company or on their behalf in connection with the above, be and are hereby ratified.</p>			
<p>Please indicate with an "X" in the appropriate column how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.</p>			

Dated this ----- day of -----, 2020

Signature of Shareholder: _____

Name of Shareholder: _____

Signature of Person
attending (if applicable): _____

NOTES:

- If executed by a corporation, the Proxy should be sealed with the common seal of the corporation.
- This Proxy is sent for the convenience of Shareholders who are unable to attend the Meeting.
- For the Proxy to be effective, it must be received by the **Registrars, DataMax Registrars Limited, 2C, Gbagada Expressway, Anthony Oke Bus Stop, (by Beko Ransome Kuti Park), Shomolu Lagos**, not later than forty-eight (48) hours before the time fixed for the Meeting.

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ADMISSION CARD

TO THE 6TH ANNUAL GENERAL MEETING TO BE HELD AT NOTORE CHEMICAL INDUSTRIES PLC, 6TH FLOOR, KEYSTONE BANK BUILDING, 1, KEYSTONE BANK CRESCENT, OFF ADEYEMO ALAKIJA STREET, VICTORIA ISLAND, LAGOS.

On -----, -----, 2020 at 11.00 a.m.

NAME OF SHAREHOLDER

SIGNATURE OF PERSON ATTENDING

NOTE: The Shareholder or his/her proxy must produce this admission card in order to be admitted to the meeting