

Notore

NOTORE CHEMICAL INDUSTRIES PLC

PROXY FORM

I/We

.....

of

.....

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

(i)

.....

of

.....

or failing whom, appoint

(ii)

.....

of

.....

as my/our Proxy to act and vote for me/us and on my/our behalf, at the Extra-Ordinary General Meeting ("EGM") of the Company, to be held on Friday, 26th January 2024, at 11.00am prompt and at any adjourned meeting thereof in respect of the Resolutions listed below. A Proxy need not be a Member of the Company.

In the case of Joint Shareholders, any one of such Shareholders may complete the form but the names of all such Joint Shareholders must be stated herein.

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 Company has made arrangements, at its cost, for the stamping of the duly completed and signed Proxy forms submitted to the Company's Registrars within the stipulated timeline.

Notore

PROPOSED RESOLUTIONS	FOR	AGAINST	ABSTAIN
A. That the Company be and is hereby authorised to increase the Share Capital of the Company from the sum of ₦2,000,000,000 (Two Billion Naira) to the sum of ₦2,015,082,750 (Two Billion, Fifteen Million, Eighty-Two Thousand, Seven Hundred and Fifty Naira) by the creation and addition of 30,165,500 (Thirty Million, One Hundred and Sixty-Five Thousand, Five Hundred) Ordinary Shares of ₦0.50k (Fifty Kobo) each, such shares to rank pari passu in all respects with the existing shares in the capital of the Company;			
B. That the Company be and is hereby authorised to raise additional capital of ₦105,791,844,375 (One Hundred and Five Billion, Seven Hundred and Ninety-One Million, Eight Hundred and Forty-Four Thousand, Three Hundred and Seventy-Five Naira) by the issuance of 2,418,099,300 (Two Billion, Four Hundred and Eighteen Million, Ninety-Nine Thousand and Three Hundred) Ordinary Shares of ₦0.50 kobo each at the price of ₦43.75 per share to an identified investor, by way of a Private Placement, on such dates and time and on such terms and conditions as may be determined by the Board of Directors (the "Board") of the Company (the "Transaction"), subject to the satisfaction of certain conditions precedent including without limitation, obtaining the approvals of relevant regulatory authorities;			
C. That the proceeds of the Transaction shall be utilised for such lawful purposes of the Company as may be determined by the Board, subject to obtaining the approvals of relevant regulatory authorities;			
D. That the Board be and is hereby authorised to consent to, approve, sign and/or execute any agreements, deeds and/or any other documents, appoint such professional parties and advisers; and perform all such other acts, including the processing of all regulatory approvals required; and do all such other things as may be necessary for, and/or incidental to, giving effect to the above resolutions. The Board may authorise the Company's management to perform any of its functions herein; and			
E. That all lawful acts carried out by the Board and management of the Company on behalf of the Company prior to the date of this resolution in connection with the Transaction, be and are hereby ratified.			
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.			

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Dated this 28th day of December, 2023

Signature of Shareholder: _____

Name of Shareholder: _____

Signature of Person
attending (*if applicable*): _____

NOTES:

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



ADMISSION CARD

TO THE EXTRA-ORDINARY GENERAL MEETING

On Friday, 26th January, 2024 at 11.00 am

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.