

Notore

SCHEME OF ARRANGEMENT BETWEEN NOTORE CHEMICAL INDUSTRIES PLC AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES OF 50 KOBO EACH

COURT-ORDERED MEETING of Notore Chemical Industries Plc to be held on Thursday, 27th day of March 2025 at the External Ballroom Hall, Federal Palace Hotel, 6-8, Ahmadu Bello Way, Victoria Island, Lagos State, Nigeria, at 11.00am prompt.

I/We.....of.....

....., being a member/members of Notore Chemical Industries Plc, hereby appoints (Block letters please) *.....*, or failing him/her (Block letters please) *.....*, **as my/our proxy to act and vote for me/us on my/our behalf at the Court-Ordered Meeting** of the Company to be held on 27th day of March 2025 or at any adjournment thereof.

Dated thisday of 2025

Shareholder's Signature
(A Corporation must execute and affix a common seal)

SPECIAL RESOLUTION

That:

- a. *The Scheme of Arrangement as contained in the Scheme Document dated 13th February, 2025, with or subject to such modification, addition or condition agreed at the Meeting and/or approved or imposed by the Securities and Exchange Commission ("SEC") and/or the Court, a print of which has been submitted at the Meeting and, for purposes of identification, endorsed by the Chairman, be and is hereby approved;*
- b. *for the purpose of giving effect to the Scheme of Arrangement in its original form or with, or subject to such modification, addition and condition agreed between the Company and the holders of its fully paid Ordinary Shares and/or approved or imposed by the Court, the Securities and Exchange Commission or any Regulatory authority:*
 - i. *as consideration for the transfer of the Scheme Shares (as defined in the Scheme Document), each Scheme Shareholder (as defined in the Scheme Document) shall receive ₦62.50 per Scheme Share held;*
 - ii. *as a result of the Scheme, the legal and beneficial ownership of the Scheme Shares of 248,419,402 issued and fully paid ordinary shares of 50 Kobo each in Notore (not held by Kwararafa Africa Limited, Notore Chemical Industries (Mauritius) Limited and TY Holdings Limited), representing 6.16% shareholding in the Company held by the Scheme Shareholders be transferred to Kwararafa Africa Limited;*
- c. *the Company's Legal Advisor be directed to:*
 - i. *seek Orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such other incidental, consequential and supplemental Orders as are necessary or required to give full effect to the Scheme; and*
 - ii. *deliver a certified true copy of the Order of the Court sanctioning the Scheme to the Corporate Affairs Commission*
- d. *If approved the Board of Directors of the Company be and is hereby authorised to notify the Securities and Exchange Commission (the "SEC"), Nigerian Exchange Limited (the "NGX") and the Central Securities Clearing System Plc (the "CSCS") of the Scheme of Arrangement and request the cessation of trading in the shares of the Company with effect from the Eligibility Date (as defined in the Scheme Document) and no trading or transfer of the Company's shares shall be registered after that date.*
- e. *Conditional upon the Scheme becoming effective, the Company's shares shall be delisted from NGX after the Eligibility Date and following that date, all the share certificates representing the interests of the Scheme Shareholders (as defined in the Scheme Document) shall be deemed to be dematerialised and in the case of dematerialised shares, all the shares of the Company that were lodged with the CSCS shall be transferred to Kwararafa Africa Limited.*
- f. *the Board of Directors of the Company be and is hereby authorised to consent to any modifications of the Scheme of Arrangement that the SEC and/or the Court or any regulatory authority may deem fit to impose and approve; and*
- g. *the Board of Directors of the Company be and is hereby authorised to take all actions deemed necessary to give effect to the aforementioned resolutions of the Company or as may become necessary to put the Scheme of Arrangement into effect.*

Please indicate how you wish your votes to be cast on the sub-joined resolution set out above by placing an "x" in the appropriate space.	For	Against	Abstain

NOTE:

1. A member (Shareholder) entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
2. Voting at the meeting will be by poll.
3. Please sign this Proxy Form and return it to reach the office of the Registrar, **DataMax Registrars Limited, 2C, Gbagada Expressway, Gbagada, Lagos** or email: clientservices@datamaxregistrars.com not later than 24 hours before the time appointed for the meeting and ensure that the Proxy Form is dated, signed and stamped by the Commissioner for Stamp Duties. If executed by a corporate body, the Proxy Form should be sealed with the Common Seal.

Notore

4. The member (Shareholder) or his/her duly appointed proxy must detach and produce the Admission Card to gain entrance to the meeting. The lodging of a Proxy Form will not prevent you from attending the Meeting and voting in person should you so wish. However, in such instances, the proxy will not be allowed to vote.

Before posting the above form, please tear off this section and retain it to facilitate your admission to the Meeting

NOTORE CHEMICAL INDUSTRIES PLC

COURT-ORDERED MEETING ADMISSION CARD

Please admit the Shareholder named on this Admission Card or his duly appointed proxy to the Court-Ordered Meeting to be held on Thursday, 27th day of March 2025 at the External Ballroom Hall, Federal Palace Hotel, 6-8, Ahmadu Bello Way, Victoria Island, Lagos State.

Name and Address of Shareholder

Name	
Address	

<input type="checkbox"/>	Shareholder
<input type="checkbox"/>	Proxy Option 1

Number of Shares

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<input type="checkbox"/>	Shareholder
<input type="checkbox"/>	Proxy Option 2

Account Number

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Please tick [x] in the appropriate box for admission to the Meeting

Shareholder

Signature.....

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