

PROXY FORM

PROXY FORM FOR THE PROPOSED SCHEME OF ARRANGEMENT BETWEEN ALLIANZ NIGERIA INSURANCE PLC AND HOLDERS OF ITS ORDINARY SHARES OF 50 KOBO EACH



I/We,

Shareholder's Name:

Address:

Account Number:

No of shares held:

being the registered holder(s) of the ordinary shares of

Allianz Nigeria Insurance PLC,

hereby appoint*

or failing him/her

as my/our proxy to vote on my/our behalf at the Court-ordered Meeting of the holders of the ordinary shares of the Company to be held by 10am on 04 September 2020 or at any adjournment thereof.

Signed this..... day of.....2020

Shareholder's Signature

NOTES:

- A member (shareholder) who is unable to attend the Court-Ordered Meeting is allowed by law to vote by proxy and this proxy form has been prepared to enable you to exercise your right to vote in case you cannot personally attend the meeting.
- Shareholders are required to appoint a proxy of their choice from the list of proxies below:
 - Mr Fola Adeola
 - Mr Bolaji Balogun
 - Mr Dickie Ulu
- Provision has been made on this form for you to insert in the blank spaces, the names of the persons, one of whom will attend the Meeting and vote on your behalf.
- Voting at the Court-Ordered Meeting will be by poll which means that each shareholder has one vote for each of the shares he/she/it holds in Allianz Nigeria Insurance PLC.
- Please sign and post the Proxy Form so as to reach the registrar not less than 48 hours before the time appointed for the Court-Ordered Meeting and ensure that the Proxy Form is dated and signed. If executed by a corporate body, the Proxy Form should be sealed with the Common Seal.
- The Company has made arrangements, at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Registrars within the stipulated time
- The details in the Scheme of Arrangement provide information on the material features of the proposed Scheme and the general effect thereof upon the rights of shareholders of Allianz Nigeria Insurance PLC whilst also providing information essential to a shareholder's appraisal of the action to be taken with regards to the Scheme.

IF YOU ARE UNABLE TO ATTEND, PLEASE:

- Write the name of your proxy (if any) where marked*
- Ensure that the form is signed by you and your proxy
- Return the Proxy Form to reach the address shown overleaf not less than 48 hours before the time for holding the Meeting.

SPECIAL RESOLUTIONS

- "At the Court-Ordered Meeting, the following sub-joined resolutions will be proposed and if thought fit passed as a special resolution of the Company*
- "That the Scheme of Arrangement dated 12 March 2020, a print of which has been submitted to the meeting and for the purposes of identification subscribed by the Chairman, be and is hereby approved, and that the Directors be and are hereby authorised to consent to any modifications of the Scheme of Arrangement that the Federal High Court or any regulatory authority may deem fit to impose or approve or that may otherwise be required."*
 - "That for the purpose of giving effect to the Scheme 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 Federal High Court or any regulatory authority:*
 - The Scheme Shares (as defined in the Scheme Document) be transferred to Société Foncière Européenne B.V. without further act or deed.*
 - The holders of the Scheme Shares be paid the Scheme Consideration (as defined in the Scheme Document) for the transfer of the said Scheme Shares.*
 - "That as consideration for the transfer of the Scheme Shares, each holder of the Scheme Shares shall receive the sum of ₦1.50 per share".*
 - "That conditionally upon the Scheme becoming effective, the ordinary shares of the Company be de-listed from the of NASD OTC Securities Exchange."*
 - "That the Board of Directors of the Company be and is hereby authorised to take all necessary steps and to consent to any modifications of the Scheme of Arrangement that the Federal High Court or any regulatory authority may deem fit to impose or approve, or that may otherwise be required."*

FOR	AGAINST

Please indicate how you wish your vote to be cast on the sub-joined resolution set out above by placing an "x" in the appropriate box. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.