



PROXY FORM OOP PLC 19TH - 30TH ANNUAL GENERAL MEETING

I/we..... the undersigned, being a member/s of Okitipupa Oil Palm Plc RCI7790 hereby appoint *.....or failing him or her**as my/our proxy to vote for me/us and on my/our behalf at the 19th to 30th Annual General Meeting of the Company to be held on Tuesday October 13, 2020 and at any adjournment thereof Unless otherwise instructed, the proxy will vote or abstain from voting as he/she thinks fit

Dated thisday of2020

Signature.....

NOTES:

Covid-19 Overall Risk to all shareholders

Compliance with Government Directives on COVID-19 and Related Guidelines: In line with the guidelines of the Corporate Affairs Commission on the conduct of Annual General Meeting of Public Companies by proxies and the need to comply with the directives and regulations of the Federal Government of Nigeria, Lagos State Government, the Nigerian Centre for Diseases Control on safety and health measures as well as advisory precautions by the World Health Organization against the COVID-19 Pandemic, the gathering of more than 25 people has been prohibited. Therefore, the number of the people to attend the Annual General Meeting shall not exceed the maximum number of persons approved to be in a social / public gathering by the Lagos State Government as at the date of the meeting.

Pursuant to the foregoing, shareholders are encouraged to to appoint any one of the underlisted proposed proxies to attend and vote in their stead at the meeting:

1. Adewale Osomo Esq
2. Akinboye Oyewumi
3. HIM. Oba George B. Faduyile;

For such appointment to be valid, all instruments of proxy should be completed, duly signed and stamped, and submitted to the registrars of the company Greenwich Registrars Limited by electronic mail info@gtlregistrars.com or deposited at 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos not later than 48 hours before the date fixed for the meeting.

- Where the appointor is a corporation, this form may be under seal or under the hand of an officer or Attorney duly authorized

- The Proxy will be used in the event that a poll being directed or demanded

- In the case of Joint holders the signature of any of them will suffice but the names of all joint holders must be shown

| A. ORDINARY BUSINESS | FOR | AGAINST |
|---|-----|---------|
| To receive and consider the audited financial statements of the company, together with the reports of the directors, auditors and audit committee thereon for the accounting periods ended December 31st 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015,2016,2017,2018,2019 | | |
| To re-elect Adewale Osomo Esq. who is scheduled to retire by rotation and now offers himself for re-election - | | |
| To re-elect Chief John Akinleye being above the age of 70 years) who is scheduled to retire by rotation and now offers himself for re-election - | | |
| To ratify the appointment of Hon Chief {Mrs.} A.M. Osomo (being above the age of 70 years) who filled the casual vacancy on the Board of Directors since the last AGM | | |
| To ratify the appointment of Mr. Akinboye Oyewumi who filled the casual vacancy on the Board of Directors since the last | | |



| | | |
|---|--|--|
| To ratify the appointment of Mr. Lateef A Bakare who filled the casual vacancy on the Board of Directors since the last AGM | | |
| To ratify the appointment of Senator Victor Ndoma-Egba, OFR CON, SAN who filled the casual vacancy on the Board of Directors since the last AGM | | |
| To ratify the appointment of Hon. Prince Kayode Aroloye who filled the casual vacancy on the Board of Directors since the last AGM | | |
| To ratify the appointment of Mr. Jones Ogunmusire who filled the casual vacancy on the Board of Directors since the last AGM | | |
| To ratify the appointment of Mr. Emmanuel Fasalejo who filled the casual vacancy on the Board of Directors since the last AGM | | |
| To ratify the appointment of HIM Oba George B. Faduyile (being above the age of 70 years) who filled the casual vacancy on the Board of Directors since the last AGM | | |
| To ratify the appointment of High Chief Stephen Arowojolu who filled the casual vacancy on the Board of Directors since the last AGM | | |
| To authorize the Directors to fix the remuneration of the Auditors -Messrs. Abioye Abdul-Razak & Co | | |
| To elect members of the Audit committee in accordance with Section 359(4) of the companies and Allied Matters-2004 | | |
| B. SPECIAL BUSINESS | | |
| SPECIAL RESOLUTION | | |
| 1. To consider and if thought fit, pass the following, with or without modification as an ordinary resolution of the company: “that the Company’s authorized share capital be hereby increased from N50,000,000 (Fifty Million Naira) to N150,000,000.00 (One Hundred and Fifty Million Naira) by the creation and addition thereto of 200,000,000 (Two Hundred Million) ordinary shares of 50 (Fifty) kobo each, such new shares to rank pari passu in all respects with the existing ordinary shares in the share capital of the company” | | |
| 2. To consider and if thought fit, pass the following with or without modification as a special resolution of the company: “that Clause 5 of the Memorandum of Association be and is hereby amended to reflect the new share capital of =N=150,000,000.00 (One Hundred and Fifty Million Naira) divided into 300,000,000 | | |
| 3. To consider and if thought fit, pass the following with or without modification as an ordinary resolution of the company; “that the sum of N14,000,000.00 (Fourteen Million Naira) given to Company as a loan by Estaport Farms Ltd be and is hereby converted to deposit for shares in the Company in favour of Estaport Farms Ltd” | | |
| 4. To consider and if thought fit, pass the following with or without modification as an ordinary resolution of the company “that the sum of N120,000,000.00 (One Hundred and Twenty Million Naira) given to Company as a loan by Ondo State Government be and is hereby converted to deposit for shares in the Company in favour of Ondo State Government” | | |
| 5. To consider and if thought fit, pass the following with or without modification as Ordinary Resolutions -: “that the directors be and are hereby authorized to allot between 51% and 60% of the increased share capital of the company by way of public offer to a preferred core investor who has an established track record in agribusiness and demonstrates the technical competence and financial capacity to turnaround the company” “that the directors be and are hereby authorized to allot such number of shares to Estaport Farms Limited to cover the sum of N14,000,000.00 (Fourteen Million Naira) at a price to be determined by the directors” “that the directors be and are hereby authorized to allot such number of shares to Ondo State Government to cover the sum of N120,000,000.00 (One Hundred and Twenty Million Naira) at a price to be determined by the directors”. | | |
| Please indicate with “x” in the appropriate box how you wish your vote to be cast on the resolutions set out above Unless otherwise instructed, the Proxy will vote or abstain from voting at his/ her discretion. | | |
| Right of shareholders to ask questions Shareholders have a right to ask questions at the Annual General Meeting and may also submit such questions to the Company Secretary prior to the meeting via osbornelaws@gmail.com on or before Friday 2 nd day of October, 2020. | | |
| Before posting the above form, please tear off this part and retain it for admission to the meeting | | |
| ADMISSION FORM OKITIPUPA PALM PLC 19th - 30th ANNUAL GENERAL MEETINGS | | |
| Number of shares held.....Signature.....Please admit the shareholder named in this or his/her duly appointed proxy to the company’s 19 th to 30 th Annual General Meeting to be held at Radisson Avalon Collection Hotel, 42, Isaac John Street, GRA, Ikeja, Lagos on Tuesday October 13, 2020 at 12.00noon | | |
| Name of Shareholder*.....Signature..... | | |
| Name of Shareholder.....Signature..... | | |
| A member {Shareholder} of the company, entitled to attend and vote is entitled to appoint a proxy to attend and vote for him/her. A proxy need not be a member. The proxy form has been prepared to enable you exercise your rights to vote. | | |