

## PROXY FORM

**ETERNA PLC**  
RC.124136

(Please tear off and complete)

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

Being a member/members of ETERNA PLC hereby appoint

(a) Mrs. Phoebean Ifeadi (Executive Director, Corporate Services)

(b) Mr. Emmanuel Omuojine (Non-Executive Director)

(c) Mr. Ignatius Adegunle (Shareholders Representative, Audit Committee)

(d) Sir. Sunny Nwosu (Minority Shareholder)

(e) Mr. Boniface Okezie (Minority Shareholder)

(f) Mrs. Fadekemi Dosunmu-Pereira (Minority Shareholder)

(g) Engr. M.O.T Olayiwola Tobun (Minority Shareholder)

Or failing him/her, Dr. Gabriel Ogbechie the chairman of the meeting or failing him, Mr. Benjamin Nwaezeigwe, Ag. Managing Director/CEO as my proxy to act and vote for me/us on my/our behalf at the Annual General Meeting to be held at 11:00am on Thursday 16th June, 2022.

As witness my/our hand(s) this ..... Day of .....2022

Signed .....

### NOTE:

1. All proxy forms must be deposited at the office of the registrar, GTL Greenwich Registrars & Data Solutions Limited, 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos, not less than 48 hours before the time for holding the meeting.
2. In the case of joint shareholders, anyone of such may complete the form, but the names of all joint shareholders must be stated.
3. It is a requirement of the law under the Stamp Duties Act, Cap C20, 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 duly stamped by the Commissioner for Stamp Duties. All instruments of proxy shall be stamped at the company's expense.
4. If the shareholder is a corporation, this form must be under its common seal or under the hand of some officer.
5. Please indicate with an "X" in the appropriate space how you wish your votes to be cast on the resolutions set out.  
Unless otherwise instructed, the proxy will vote or abstain at his discretion.

|     | ORDINARY BUSINESS  | FOR                      | AGAINST                  |
|-----|--|--------------------------|--------------------------|
|     | To consider and if thought fit, pass the following Ordinary Resolutions  | <input type="checkbox"/> | <input type="checkbox"/> |
| 1.  | To lay the Report of the Directors, the Audited Financial Statements, the Reports of the Auditors and the Audit Committee for the year ended 31st December 2021 before shareholders.   | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.  | To elect the following Directors   |                          |                          |
|     | Dr. Gabriel Ogbechie   | <input type="checkbox"/> | <input type="checkbox"/> |
|     | Mr. Benjamin Nwaezeigwe  | <input type="checkbox"/> | <input type="checkbox"/> |
|     | Mrs. Phoebean Ifeadi   | <input type="checkbox"/> | <input type="checkbox"/> |
|     | Mrs. Godfrey Ogbechie  | <input type="checkbox"/> | <input type="checkbox"/> |
|     | Mr. Emmanuel Omuojine  | <input type="checkbox"/> | <input type="checkbox"/> |
|     | Mr. Okechukwu Omezi  | <input type="checkbox"/> | <input type="checkbox"/> |
|     | Mr. Anibor Kragha  | <input type="checkbox"/> | <input type="checkbox"/> |
|     | Mr. Akinwande Ademolu  | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.  | To re-appoint the Auditors and authorize the Directors to fix the remuneration of the Auditors.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 4.  | To elect members of the Audit Committee.   | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.  | To disclose the Remuneration of Managers of the Company in line with Section 257 of the Companies and Allied Matters Act, 2020   | <input type="checkbox"/> | <input type="checkbox"/> |
|     | SPECIAL BUSINESS   | FOR                      | AGAINST                  |
| 6   | To consider and if thought fit, transact the following special business as ordinary resolutions of the company:  |                          |                          |
| 6.1 | To fix the remunerations of the Directors  | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.2 | "That, in compliance with the Rules of the Nigerian Exchange Limited (NGX) governing transactions with Related Parties or Interested Persons, the company is hereby granted a general mandate in respect of all recurrent transactions entered into with a related party or interested person provided such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day operations. This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held".      | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.3 | That in compliance with the Rules of the Nigerian Exchange Limited (NGX) governing transactions requiring the approval of shareholders, sequel to the granting of the "Authority to proceed" by SEC following the triggering of the mandatory tender offer (MTO) provision of Section 131 of the Investment and Securities Act (ISA) and Rule 445 of SEC, the company is hereby authorized to approve the Take-over bid by the Majority Shareholder to acquire additional 1,300,000 ordinary shares equivalent to 0.10% equity stake from other Minority Shareholders in the Company at a price of N13.50 per share. | <input type="checkbox"/> | <input type="checkbox"/> |

In compliance with the Rules of the Nigerian Exchange Limited (NGX), related parties or interested persons shall abstain from exercising any voting rights in respect of resolution 6.2 and 6.3 above.

BEFORE POSTING THE ABOVE FORM, PLEASE CUT OFF THIS PART AND RETAIN IT FOR ADMISSION TO THE MEETING

## ADMISSION CARD | ETERNA PLC

### 29TH ANNUAL GENERAL MEETING

PLEASE ADMIT ONLY THE SHAREHOLDERS NAMED ON THIS CARD OR HIS DULY APPOINTED PROXY TO THE COMPANY'S 29TH ANNUAL GENERAL MEETING TO BE HELD AT Shell Hall, Muson Centre, Onikan, Lagos on Thursday 16th June, 2022 at 11:00am prompt

NAME OF SHAREHOLDER/PROXY:.....

SIGNATURE: ..... ADDRESS:.....

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRAR.

### NOTE:

The attention of the Shareholder(s) is drawn to the right of the Chairman or failing him, the Managing Director/CEO to vote in his stead

