

# PROXY FORM



**ETERNA PLC**  
RC.124136

(Please tear off and complete)

I/We .....  
of .....  
Being a member/members of ETERNA PLC hereby appoint

.....  
Or failing him/her, Dr. Gabriel Ogbechie, OON the chairman of the meeting or failing him, Mr. Abiola Lukman Lawal, Managing Director/CEO as my/our proxy to act and vote for me/us on my/our behalf at the Annual General Meeting to be held at 11:00am on Monday, 24th June, 2024.

As witness my/our hand(s) this ..... Day of .....2024

Signed .....

**NOTE:**

- 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.
- In the case of joint shareholders, anyone of such may complete the form, but the names of all joint shareholders must be stated.
- 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 instrument of proxy shall be stamped at the company's expense.
- If the shareholder is a corporation, this form must be under its common seal or under the hand of some officer.
- 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		
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 2023 before shareholders.	<input type="checkbox"/>	<input type="checkbox"/>
2	To elect Mr. Abiola Lukman Lawal as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect the following Directors Mrs. Godrey Ogbechie Mr. Emmanuel Omuojine	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-appoint the Auditors and authorize the Directors to fix the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>
5	To elect members of the Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>
6	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
7	To consider and if thought fit, transact the following special business as ordinary resolutions of the company:		
7.1	To fix the remunerations of the Directors.	<input type="checkbox"/>	<input type="checkbox"/>
7.2	"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"/>
7.3	That Article 46 of the Articles of Association of the Company is hereby amended to read as follows:  "The company shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it, and not more than fifteen (15) months shall elapse between the date of an Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint, including virtually or by any other electronic means."	<input type="checkbox"/>	<input type="checkbox"/>
7.4	That Article 47 of the Articles of Association of the Company is hereby amended to read as follows:  "All general meetings other than Annual General Meeting shall be called Extra-Ordinary General Meetings. The Extra-Ordinary General Meeting of the Company shall be held in such manner, at such time and place as the Directors shall appoint, including virtually or by any other electronic means."	<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 7.2 above.

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

## ADMISSION CARD | ETERNA PLC

### ANNUAL GENERAL MEETING

PLEASE ADMIT ONLY THE SHAREHOLDERS NAMED ON THIS CARD OR HIS DULY APPOINTED PROXY TO THE COMPANY'S 30TH ANNUAL GENERAL MEETING TO BE HELD AT Shell Hall, Muson Centre, Onikan, Lagos on Monday, 24th June, 2024 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