



PROXY FORM

**UAC OF NIGERIA PLC**

Annual General Meeting of UAC of Nigeria PLC (the "Company") to be held on Wednesday, June 22nd, 2022 at 12th Floor, UAC House, 1-5 Odunlami Street, Lagos at 10:00am

Attendance at the meeting shall be by proxy. Shareholders are required to appoint a proxy of their choice from the list of proxies below:

Name of Proxy

- Mr. Dan Agbor
- Mr. Folasope Aiyesimoju
- Mr. Olabisi Fayombo
- Mrs. Adebisi Bakare
- Mrs. Temilade Durojaiye
- Comrade Lawrence Oguntoye
- Pastor Samson Olagoke

Mr. Daniel Agbor, Chairman of the Meeting, or one of the designated proxies, will act as default proxy for shareholders who send in executed proxy forms but do not appoint a proxy. Your proxy will attend the Meeting and vote on your behalf. Save for the election of Statutory Audit Committee members, voting at the Meeting will be by poll

I/We (name in block letters)

Being member(s)/a shareholder of UAC of Nigeria PLC, hereby appoint (in block letters)

_____ Or failing him/her, (in block letters)

_____ Or failing him/her, (in block letters)

_____ Or failing him/her, (in block letters)

_____ As my/our proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of UAC of Nigeria PLC (the "Meeting") to be held at 10:00am on Wednesday, June 22nd, 2022, and at any adjournment thereof.

Dated this _____ of _____ 2022

Shareholder's Signature _____

NOTES

- Please sign this Proxy Form and return it, physically to the Registrar, Africa Prudential PLC, 220B, Ikorodu Road, Palmgrove, Lagos, Nigeria; or via email, to cxc@africaprudential.com not later than 48 hours before the time appointed for the Meeting and ensure that the Proxy Form is dated and signed. If executed by a corporate body, this Proxy Form should be executed by its authorised representative(s)
- In the case of joint shareholders, any of them may complete this form, but the names of all joint shareholders must be stated
- It is a requirement of the law under the Stamp Duties Act 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 clearly stamped in accordance with the Stamp Duties Act. The Company has made arrangements at its expense, for the stamping of the duly completed and signed Proxy Forms submitted to the Company's Registrars within the stipulated time
- The Meeting will be streamed live online to enable shareholders and other stakeholders who will not attend the Meeting physically to follow the proceedings. The link for live streaming of the Meeting will be made available on the Company's website at www.uacnplc.com

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS AND IS TO BE USED AT THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, JUNE 22nd, 2022

Please indicate your vote by placing an 'X' in the appropriate space, how you wish your votes to be cast on the resolutions set out below.

ORDINARY BUSINESS		FOR	AGAINST	ABSTAIN
1.	To lay before the members the Audited Financial Statements for the year ended December 31, 2021 and the Report of the Directors, Auditors and Audit Committee thereon.			
2.	To declare a dividend			
3.	To re-elect the following directors who are retiring by rotation: (i) Mrs. Suzanne Iroche (ii) Mr. Karl Toriola			
4.	To authorize the Directors to fix the remuneration of the External Auditors for the 2022 Financial Year.			
5.	To elect members of the Statutory Audit Committee			
6.	To disclose the Remuneration of Managers of the Company.			

SPECIAL BUSINESS		FOR	AGAINST	ABSTAIN
1.	To fix the remuneration of Directors			
2.	To approve the appointments of the following Directors: (a) Mrs. Funke Ijaiya-Oladipo (b) Mr. Khalifa Biobaku			
3.	To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company: "That a general mandate be and is hereby given, authorizing the company through the Directors to enter into recurrent transactions with related parties or companies until reviewed by the Company at an Annual General Meeting."			
4.	To consider and if thought fit, pass the following Resolution as an ordinary resolution of the Company:			
4.1	"That the following proposals by the Directors in connection with the dividend to be declared by the Company in respect of the year ended 31 December 2021 be and are hereby approved: (a) That shareholders entitled to receive cash dividends be offered a right of election to receive ordinary shares in the Company ("New Ordinary Shares") instead of cash dividends, and that such New Ordinary Shares be credited as fully paid; and when issued, shall rank pari passu in all respects with the Company's existing ordinary shares; (b) That the election to receive ordinary shares instead of cash dividends shall have been exercised by shareholders on or before June 14, 2022; (c) That the New Ordinary Shares to be received by Shareholders shall be determined by their cash dividend entitlements divided by a Reference Share Price, which Reference Share Price shall be the 10-day average (starting on June 8, 2022) of the Company's closing share price on the floor of Nigerian Exchange Group; and (d) That further to the above approval, the Directors be, and are hereby, authorised to allot to shareholders who elect to receive ordinary shares in the Company in lieu of cash dividends, such number of New Ordinary Shares as shall be determined by the Directors in the manner set out in resolution (c) above.			
4.2	That upon completion of the process for the payment of dividend (including without limitation, the allotment of the New Ordinary Shares to shareholders who elect to receive same); and in compliance with Section 124 of the Companies and Allied Matters Act No. 3 of 2020 (as amended) and the Companies Regulations 2021, the shareholders hereby approve the cancellation of all of the unissued shares of the Company and authorise the Directors to take all such lawful steps as may be required by statute and/or regulations for implementing the cancellation of the Company's unissued shares.			
4.3	That the Directors be and are hereby authorised to take all such lawful steps, pass all requisite resolutions and do all such other lawful acts and/or things as may be necessary for and/or incidental to giving effect to resolutions 10.1 and 10.2 above; and all prior lawful steps taken by the Directors in the above regard be and are hereby ratified.			
5.	"To consider and if thought fit, approve as special resolution of the Company: (a) That subsequent to the cancellation of all of the unissued shares in the share capital of the Company in accordance with resolution 10.2 above, Clause 6 of the Memorandum of Association and Article 5 of the Articles of Association of the Company be amended as necessary to reference only the issued shares in the share capital of the Company."			