



PROXY FORM

36th Annual General Meeting to be held at the Function Room, Muson Center, 8/9 Marina Road, Onikan, Lagos, on Thursday, the 16th day of July, 2020 at 10am.

I/We _____ being a member/members of CHAMS Plc hereby appoint _____ as my proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on Thursday, the 16th day of July, 2020 or at any adjournment thereof.

Dated this _____ day of _____ 2020

Shareholder's name _____

Shareholder's Signature _____

S/N	RESOLUTIONS	FOR	AGAINST
1	To receive the Audited Financial Statements for the Year ended 31st December 2019 and the Reports of the Directors, Auditor and Audit Committee thereon;		
2	To re-elect or appoint the Directors as follows:		
i.	To re-elect Prof. Oyewusi Ibidapo-Obe as a Director, who is retiring by rotation.		
ii.	To re-elect Pastor Ituah Ighodalo as a Director, who is retiring by rotation.		
iii.	To appoint Mr. Tomiwa Aladekomo as a Non-Executive Director.		
iv.	To appoint Mr. Gavin Young as Group Managing Director.		
3	To authorize the Directors to fix the remuneration of the Auditors.		
4	To elect Members of the Audit Committee.		
5	To fix the remuneration of the Directors.		
6	That, further to the approval of the shareholders of the Company - obtained at the 34 th Annual General Meeting of the Company held on April 24, 2018 - by which the Company is duly authorized to raise additional capital of up to N500,000,000 (Five Hundred Million Naira) whether by way of rights issue, public offer, private placement and/or other securities at such time, for such consideration and upon such terms and conditions as the Directors may deem fit, for the purpose of strengthening the Company's equity capital base: <ul style="list-style-type: none"> a. The Directors be and are hereby authorized to raise capital of N500,000,000 (Five Hundred Million Naira) by way of a Rights Issue of ordinary shares to its shareholders ("Rights Issue") and that the Rights Issue be executed at such price, time, for such period and on such other terms and conditions as the directors may deem fit. b. The Company be and hereby authorized to issue shares below par value of 50kobo at a discount not exceeding 50% below par value for the purpose of due consideration of the price of the company's shares on the Floor of the Nigerian Stock Exchange. c. That the company <i>be</i> and is hereby authorised to convert any convertible loan stocks raised to equity by way of debt-equity conversion or through any of the mode of equity issuances approved herein upon such terms and conditions as agreed in the Loan Conversion Agreement. 		
<p>Please indicate with an 'X' in the appropriate square how you wish your votes to be cast on the resolutions set above. Unless otherwise instructed, the proxy will vote or abstain from voting at his or her discretion.</p>			

NOTES:

- a. Further to the directive of the Federal and State Government on the restriction of large public gatherings due to COVID- 19 pandemic, the Corporate Affairs Commission (CAC) has approved that the AGM be conducted through the use of proxies by Shareholders of the Company. Members are therefore advised that attendance at the AGM shall only be by proxy.
- b. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her/its place. A proxy need not be a member of the Company. In view of the above, member may appoint a proxy of their choice from the following proposed proxies to represent them at the meeting: (a) **Sir Demola Aladekomo**, (b) **Mr. Gavin Young** (c) **Mr. Emmanuel Onochie** (d), **Mr. Anthony Omojola** (e) **Mr. Peter Owolabi** (f) **Mrs. Ayodele S. Kudaisi**.
- c. A duly executed proxy form should be deposited with the Registrars, No. 2, Abebe Street, Iganmu, Lagos or via email at info@firstregistrarsnigeria.com or ebusiness@firstregistrarsnigeria.com not less than 48 hours before the time fixed for the meeting.
- d. For the appointment of a proxy to be valid for the purposes of the meeting, the Company shall bear the cost of stamp duties on the instruments of proxy.

Before posting the above form please tear off this part and return it for admission to the meet

ADMISSION CARD

Please admit the Shareholder named on this Card or his duly appointed proxy to the Annual General Meeting to be held on Thursday, the 16th day of July, 2020 at 10am at the Function Room, Muson Center, 8/9 Marina Road, Onikan, Lagos.

The admission card must be produced by the Proxy in order to gain entrance into the Annual General Meeting

NAME OF SHAREHOLDERS _____ NAME OF PROXY _____ SIGNATURE (SHAREHOLDER) _____ NUMBER OF SHARES HELD _____