

PROXY CARD

THE ANNUAL GENERAL MEETING OF MRS OIL NIGERIA PLC (THE COMPANY) WILL BE HELD AT _____ the _____ Lagos, Nigeria, on _____, 2024 AT 11.00 A.M. (THE MEETING).

I/We* _____
of _____
_____ being a member/members of MRS OIL NIGERIA PLC hereby appoint _____ or failing him/her, the Chairman of the Meeting as my/our proxy to act and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on _____, _____, 2024 and adjournment thereof.

Dated this _____ day of _____ 2024.

Signature _____

NUMBER OF SHARES

	PROPOSED RESOLUTIONS	FOR	AGAINST
1.	To lay the Audited Financial Statements for the year ended 31st December 2023 and the Reports of the Directors, Audit Committee and Auditors Report thereon.		
2.	To declare a dividend. A Final Dividend of 236 kobo for every share of 50 kobo, subject to appropriate withholding tax and approval will be paid to shareholders whose names appear in the Register of Members as at the close of business on 28th day of June, 2024.		
3.	To re-elect Directors under Articles 90/91 of the Company's Articles of Association: <ul style="list-style-type: none"> • Dr. Amobi Nwokafor • Mrs. Priscilla Ogwemoh 		
4.	To appoint External Auditors		
5.	To authorize the Directors to fix the remuneration of the Auditors.		
6.	To elect the Members of the Audit Committee.		
7.	To disclose the remuneration of the Managers of the Company.		
8.	To consider and if thought fit, pass the following resolutions as Ordinary Resolutions: To fix the remuneration of the Directors.		
9.	To renew the general mandate for Related Party Transactions.		
10.	To consider and if thought fit, pass the following resolutions as Ordinary Resolutions: That the Articles of Association of the Company be and are hereby altered by deleting the present Article 9 and subsisting the following new Article below in its place: Article 9 to read "Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within three months after said allotment or lodgment of transfer (or within such other period as the conditions of issue provide)" one certificate for all his shares or several certificates each for one or more of his shares upon payment of Five Thousand Naira only for every certificate after the first or such less sum as the Directors shall from time to time determine. Every certificate shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one or several joint holders shall be sufficient delivery to all such holders".		
11.	That the Articles of Association of the Company be and are hereby altered by deleting the present Article 10 and subsisting the following new Article below in its place: Article 10 to read " Every certificate for shares or debentures or representing any other form of security (other than letters of allotment or scrip certificates) may be under the Seal and shall bear the autographic signature of one or more Directors or with one Director and the Secretary but so that the Directors may by resolution determine either generally or in any particular case, that the signature of any Director or of the Secretary may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to certificates which have first been approved for Sealing by the Company. A member who has transferred part of his shares comprised in a share certificate shall be entitled to receive without payment and within three month after the lodgment of the transfer of the shares transferred a certificate in respect of the shares not transferred. If a share certificate be defaced, lost or destroyed it may be renewed on payment of such sum not exceeding Five Thousand Naira and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit".		

12.	That the Articles of Association of the Company be and are hereby altered by deleting the present Article 19 and subsisting the following new Article below in its place: Article 19 to read "If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment and such rate shall not exceed the current bank rate per annum".		
13.	That the Articles of Association of the Company be and are hereby altered by deleting the present Article 21 and subsisting the following new Article below in its place: Article 21 to read "The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) the current bank rate per annum".		
14.	That the Articles of Association of the Company be and are hereby altered by deleting the present Article 71 and subsisting the following new Article below in its place: Article 71 to read "The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed office or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within Nigeria as may be specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or in the case of a poll, less than 24 hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid".		
15.	That the Articles of Association of the Company be and are hereby altered by deleting the present Article 122 and subsisting the following new Article below in its place: Article 122 to read "When the company sends dividends to its members but fails to send to some other members due to omission, the dividends will accrue interest at the prevailing bank rate starting three months after the day they should have been posted".		
16.	That the Articles of Association of the Company be and are hereby altered by deleting the present Article 136 and subsisting the following new Article below in its place: Article 136 to read "If the Company shall be wound up, the Liquidator may with the sanction of an special resolution of the Company and any other sanction required by the Act divide amongst the members in specie or kind, the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability".		

**ADMISSION CARD
MRS OIL NIGERIA PLC**

ANNUAL GENERAL MEETING TO BE HELD 2024 AT 11 a.m.

NAME OF SHAREHOLDER:

SIGNATURE OF PERSON ATTENDING:

NOTE:

The Shareholder or his/her proxy must produce this admission card in order to be admitted at the Meeting. Shareholders or their proxies are requested to sign the admission card at the entrance in the presence of the Registrar on the day of the Annual General Meeting.

NOTE:

A member who is unable to attend an Annual General Meeting is entitled by law to vote by proxy. A proxy form has been prepared to enable you exercise your right in case you cannot personally attend the Meeting. The proxy form should not be completed if you will be attending the Meeting.

If you are unable to attend the Meeting, read the following instructions carefully:

- (a) Write your name in BLOCK CAPITALS on the proxy form where marked *
 - (b) Write the name of your proxy **, and ensure the proxy form is dated and signed by you. The common seal should be affixed on the proxy form if executed by a corporation.
- The proxy form must be posted as to reach the address below not later than 48 hours before the time for holding the Meeting.

The Registrars
First Registrar & Investors Services Limited;
Plot 2, Abebe Village Road
Iganmu, Lagos.
