Proxy **Form**

I/We,

Shareholder's Name: _____

Address: _____

No. of Shares Held: _____

being the registered holder(s) of the ordinary shares of BUA Foods Plc ("BUA Foods") hereby appoint*

_____

_____

(block letters please)

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of BUA Foods to be held at the Transcorp Hilton Hotel, No. 1, Aguiyi Ironsi Street, Maitama, Abuja on Thursday, 4 August 2022, at 11:00 a.m. or at any adjournment thereof.

Dated this _____ day of _____ 2022

Shareholder's Signature: _____

NOTE:

1. A member (shareholder) who is unable to attend an Annual General Meeting is allowed to vote by proxy. This proxy form has been prepared to enable you exercise your vote if you cannot personally attend. This form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy thereof must reach the Registrar, Africa Prudential Plc, 220B, Ikorodu Road, Palmgrove, Lagos, or by email to cxc@africaprudential.com not later than 48 hours before the time of holding the meeting.

2. If executed by a corporation, the proxy form should be sealed with the common seal or under the hand of some officers or an attorney duly authorised.

3. In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be shown.

4. Provision have been made on this form for the Chairman of the Meeting to act as your proxy, but if you wish you may insert in the blank space on the form (marked*) the name of any of the proxies listed below who will attend the Meeting and vote on your behalf instead of the Chairman of the Meeting. You may choose your proxy from the list stated below:

   a. Mr. Mukhtar Mukhtar
   b. Mrs. Adebisi Bakare
   c. Mr. Alex Adio
   d. Mr. Tunji Bamidele
   e. Mr. Kabiru Tambari
   f. Mr. Musa Bichi
   g. Mrs. Funke Augustine

Proxy Form

5. The Company shall bear the cost of the stamp duty payable on this Proxy Form.

6. Please indicate by marking "X" in the appropriate space, how you wish your votes to be cast on the resolutions set out here, unless otherwise instructed, the proxy will vote or abstain from voting at his or her discretion.

7. The proxy must produce the Admission form sent with the Report and Accounts to obtain entrance at the Meeting.

This proxy form is solicited on behalf of the Board of Directors and is to be used at the Annual General Meeting to be held on Thursday, 4 August 2022.

RESOLUTIONS		For	Against	Abstain
Ordinary Business				
1	To lay before the members, the Report of the Directors, Statement of Financial Position as at 31 December 2021 together with the Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 December 2021 and the report of the Auditors.			
2	To declare a dividend.			
3	To re-elect the following Directors retiring by rotation:			
	3.1. Abdulsamad Rabiu, CON			
	3.2. Kabiru Rabiu			
	3.3. Chimaobi Madukwe			
4	To authorise the Directors to determine the remuneration of the 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				
7	To consider and if thought fit, pass the following as an ordinary resolution: To consider and if thought fit, pass the following as an ordinary resolution: Approve the remuneration of the Directors for the 2022 Financial Year a. To approve the sum of ₦6,500,000.00 per annum as the Chairman's fee b. To approve the sum of ₦5,200,000.00 per annum as the Non-Executive Director's fee			
8	To consider and if thought fit, pass the following as special resolution: That the Articles of Association of the Company be and are hereby amended by inserting the following underlined provisions in to the Articles, inserting new Article 95, deleting provisions as highlighted for cancellation in the Articles and renumbering the Articles accordingly:			
	Article 10.1 Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within 3 months of allotment or lodgement of transfer or within such other period as the conditions of issue shall provide one certificate for all his shares or several certificates each for one or more of his shares ~~upon payment of N1,000.00 or such lesser sum as the Directors shall from time to time determine~~ 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 the share(s) to one of the several joint holders shall be sufficient delivery to all or evidence of its shareholding in dematerialised form.			

Proxy Form

	Article 11. Every certificate for shares or debentures or representing any other form of security (other than letters of allotment or script certificates) shall be under the common seal and shall bear the autographic signatures of one or more Directors and the Secretary, except where the transfer or issuance was effected electronically through the Central Securities Clearing System. Every certificate for shares shall specify the number and class of shares to which it relates, and amount paid thereon.
	Article12. If a share certificate is defaced, lost, destroyed or displaced it may be replaced without charge and on such terms if any, as to evidence and indemnity as the Directors think fit.
	Article 23. Subject to such restriction of these Articles as may be applicable and the regulations governing the trading of the shares of a public company as stated in the Nigerian Stock Exchange Rulebook 2015, any member may transfer all or any of his shares by instrument in writing, in the usual common form of transfer, including electronic transfer, or any other form, which the Directors may approve, signed by or on behalf of the transferor or transferee.
	Article 25.2 The Directors may decline to recognise any instrument of transfer unless: a. ~~A fee not exceeding ₦500 is paid to the Company in respect thereof.~~
	Article 29.2 ~~The Company shall be entitled to charge a fee not exceeding ₦500.00 on the registration in the register of member of every probate, letter of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.~~
	Article 77. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party. In exercising their borrowing powers however, the Directors shall ensure that the aggregate amount at any time owing in respect of moneys borrowed or secured by the Company and its subsidiary companies (excluding inter-company borrowings, interest and apart from temporary loans obtained from bankers and moneys received on current, savings and deposit accounts and otherwise in the ordinary course of business) shall not exceed a reasonable amount except with the consent of the company in general meeting.
	Article 95 (new) Where a casual vacancy arises in the board, the directors may fill such casual vacancy and the person appointed to fill such casual vacancy shall hold office only until the next annual general meeting of the Company and shall then be eligible for election.
	Article (Old 108) 109. No dividend shall be paid otherwise than out of profits except with the prior written approval of the relevant regulator.

Proxy Form

	(Old120) 121. A notice may be given by the Company to any member either personally to him or by sending it by post or by electronic means to his registered address or electronic mail address. A member not having a registered address in Nigeria may supply to the Company an address ~~or electronic mail address~~ anywhere in Nigeria or electronic mail address for the service of notice, and the ~~an~~ address within Nigeria or electronic mail address so supplied by any member shall for the purpose of serving notice upon him be considered the registered address of such member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and unless the contrary is proved, is presumed to have been effected at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and sending to the electronic mail address of the member and unless the contrary is proved is presumed to have been effected at the time at which the electronic mail would be delivered in the ordinary course of delivery of such electronic messages.
	(Old 123)124 If a member has no registered address in Nigeria and has not supplied to the Company an address within Nigeria or email address for the giving of notice to him, a notice inserted in the Gazette or advertised in two leading national daily newspapers circulating in the neighbourhood of the office on the day on which the notice or advertisement appears shall suffice. In addition, where power is reserved to give notice by advertisement, such advertisement inserted in at least, one leading national daily newspaper shall suffice

ADMISSION CARD

Before posting the above form, please tear off this part and retain for admission at the meeting.

BUA FOODS PLC (RC 621320) ANNUAL GENERAL MEETING

Please admit the shareholder named on this admission form or his/her duly appointed proxy to the Annual General Meeting of the BUA Foods Plc to be held at the Transcorp Hilton Hotel, No. 1, Aguiyi Ironsi Street, Maitama, Abuja, on Thursday, August 4, 2022, at 11:00AM.

Name: _____

Address of Shareholder: _____

Account Number: _____

Number of Shares Held:_____

Shareholder's Signature: _____

Oluseye Alayande
Company Secretary
FRC/2014/NBA/00000007513