

I/We \_\_\_\_\_

being a member/ members of AFRILAND PROPERTIES PLC, hereby appoint:

\_\_\_\_\_ or failing him/her, the Chairman of the meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company to be held **virtually via <https://www.afrilandproperties.com/agm> on Tuesday, 16<sup>th</sup> April 2024 at 10:00 a.m.** and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Shareholder's Signature \_\_\_\_\_

#### NOTE:

1. A member (shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by proxy. This proxy form has been prepared to enable you to exercise your right to vote, in case you cannot personally attend the meeting. 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 hereof must reach the Company Registrars, Africa Prudential Plc, 2208 Ikorodu Road, Palmgrove, Lagos, or emailed to [cxr@africaprudential.com](mailto:cxr@africaprudential.com) not later than 48 hours before the time fixed for the meeting.

2. If executed by a Corporation, the Proxy Form must be under its common seal or under the hand of a duly authorized officer or attorney.

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 person, whether a member of the Company or not, who will attend the Meeting and vote on your behalf instead of the Chairman of the Meeting.

5. This proxy form will be used only in the event of a poll being directed or demanded.

6. It is a legal requirement that all instrument of proxy must bear appropriate stamp duty (currently =N=500.00) from the Stamp Duties Office and not adhesive postage stamps.

7. Please indicate by marking "X" in the appropriate space, how you wish your vote 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.

8. The proxy must possess the admission form sent with the Report and Account to obtain entrance to the Meeting.

This proxy form is solicited on behalf of the Board of Directors and it is to be used at the Annual General Meeting to be held on Tuesday, 16th April 2024.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. To receive and consider the Audited Financial Statements of the Company for the year ended 31st December 2023, together with the Reports of the Directors, External Auditors and Audit Committee thereon laid before the members.			
2. To declare dividend of 25 kobo per share.			
3. To re-elect the following Directors retiring by rotation: 3.1. Mr. Olubunmi Akinremi 3.2. Dr. Owen Omogiafo			
4. To authorize the Directors to fix the remuneration of the External Auditors for the 2024 financial year.			
5. To disclose the remuneration of Managers of the Company.			
6. To elect members of the Statutory Audit Committee.			

RESOLUTIONS	FOR	AGAINST	ABSTAIN
7. To consider and if thought fit to pass the following as ordinary resolutions: "That the remuneration of the Non-Executive Directors be and is hereby fixed at the sum of N147,350,000 (One Hundred and Forty-Seven Million, Three Hundred and Fifty Thousand Naira) for the year ending December 31, 2024. Such payment is to be effective from January 1, 2024".			
8. To consider and if thought fit, to pass as a special resolution, the following amendment to the Company's Articles of Association with or without modifications: 8.1. That the content of Article 2 being the Article on the Classes of Shares be amended to include a new Article 2.1. and Article 2.2. as follows: 2.1. "The Directors may allot new shares created by the Company." 2.2. "The Directors may issue electronic certificates of shares allotted or transferred to shareholders."			
8.2. That the content of Article 5 being the Article on the Alteration of Capital in the Articles of Association be amended to include a new Article 5.1. as follows: 5.1. "That the Board of Directors from time to time by a resolution increase its share capital by the allotment of new shares in such amount as is considered expedient."			
8.3. That the content of Article 17 being the article on Voting in the Articles of Association be amended with the insertion of a new Article 17.1 as follows: 17.1. "At any General Meeting, a resolution put to vote shall be decided on a show of hands or by electronic voting."			
8.4. That Article 19 of the Articles of Association of the Company be amended by the creation of Article 19.1 to provide as follows: 19.1. "The Company may issue notices to members electronically."			
8.5. That the Company's Memorandum and Articles of Association should reflect the changes authorized by the foregoing resolution.			
9. To consider and if thought fit to pass the following as ordinary resolution: 9.1. "That the Company be and is hereby authorized to invest in, acquire, or divest from any business and/or carry out as the Directors may deem appropriate and in accordance with any relevant laws, any actions, including but not limited to restructuring, reorganization, reconstruction and such other business arrangement exercise or actions."			
9.2. To consider and if thought fit to pass the following as ordinary resolution: "That subject to regulatory approval (where necessary), the Directors, be and are hereby authorized to take all steps and do all acts that they deem necessary in furtherance of the above, including but not limited to executing and filing all such forms, papers or documents, as may be required with the appropriate authorities; appointing professional advisers and parties that they deem necessary, upon such terms and conditions that the Directors may deem appropriate."			
Please indicate with an "X" in the appropriate square how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.			



## ADMISSION CARD

### AFRILAND PROPERTIES PLC ANNUAL GENERAL MEETING

**AFRILAND PROPERTIES PLC**  
Eleventh Annual General Meeting

#### ADMISSION CARD

Please admit the Shareholder named on this Card or his duly appointed proxy to the Annual General Meeting of the Company to hold **virtually via <https://www.afrilandproperties.com/agm> on Tuesday, 16<sup>th</sup> April 2024 at 10:00 a.m.**

This admission card must be produced by the Shareholder in order to virtually gain entrance to the Annual General Meeting.

#### Proxy Details:

Name of Shareholder \_\_\_\_\_

Address of Shareholder \_\_\_\_\_

Number of Shares Held \_\_\_\_\_

E-mail of Shareholder \_\_\_\_\_

Shareholders Signature \_\_\_\_\_