



RC 611238

PROXY FORM

18TH ANNUAL GENERAL MEETING OF TRANSNATIONAL CORPORATION PLC TO BE HELD ON MONDAY, MAY 27, 2024, AT THE LAGOS/OSUN HALL, TRANSCORP HILTON ABUJA, 1, AGUIYI IRONSI STREET, MAITAMA, ABUJA, F.C.T, AT 10.00 A.M.

We _____
being a member/members of TRANSNATIONAL CORPORATION PLC, hereby appoint:

_____ or failing him, the Chairman of the meeting as my/our proxy to act and vote for me/us and on my/our behalf at the 18th Annual General Meeting of the Company to be held on Monday, May 27, 2024, at the Lagos/Osun Hall, Transcorp Hilton Abuja, 1, Aguiyi Ironsi Street, Maitama, Abuja, F.C.T, at 10.00 a.m. and at any adjournment thereof.

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 exercise your right to vote, in case you cannot personally attend the meeting.

Please sign this proxy form and forward it, so as to reach the registered office of the Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via email at corporatemeetings@africaprudential.com not later than 48 hours before the time fixed for the meeting. If executed by a Corporation, the Proxy Form must be under its common seal or under the hand of a duly authorised officer or attorney.

It is a requirement of the law under the Stamp Duties Act, Cap S8, Laws of the Federation of Nigeria, 2004 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 stamped by the Commissioner for Stamp Duties.

The Proxy must produce the Admission Card below to gain entrance into the Meeting.

	RESOLUTIONS	FOR	AGAINST	ABSTAIN
1.	To declare a dividend.			
2.1	To re-elect Mallam Ahmadu Sambo, a Director retiring by rotation.			
2.2	To re-elect Mr. Oliver Andrews, a Director retiring by rotation.			
2.3	To re-elect Dr. Foluke Abdulrazaq, OON a Director retiring by rotation.			
3.	To authorise the Directors to fix the remuneration of the Auditors for the 2024 financial year.			
4.	To elect members of the Statutory Audit Committee.			
5.	To consider and if thought fit, pass the following as ordinary resolutions: "That the remuneration of the Non – Executive Directors be and is hereby fixed at the sum of ₦32,590,000 (Thirty-Two Million, Five Hundred and Ninety Thousand Naira per Director; and for the Chairman be ₦53,485,000 (Fifty Three Million, Four Hundred and Eighty-Five Thousand Naira only) per annum. Such payment to be effective from January 1, 2024"			
6.	To consider and if thought fit, pass the following as ordinary resolutions:			
6.1	"That the Company be and is hereby authorised 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."			
6.2	"That subject to regulatory approval (where necessary), the Directors, be and are hereby authorised 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."			
7.	That in compliance with the Rule of the Nigerian Exchange Limited governing transactions with Related Parties or Interested Persons, the Company, and its related entities be and are hereby granted a General Mandate in respect of all recurrent transactions entered with a related party or interested person provided such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day operations. This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held.			
8	To consider and if thought fit, to pass the following resolutions as Special Resolutions of the Company:			
8.1	That subject and pursuant to applicable law and regulatory approval(s):			

	RESOLUTIONS	FOR	AGAINST	ABSTAIN
8.1.1	The 40,647,990,293 (Forty Billion, Six Hundred and Forty-Seven Million, Nine Hundred and Ninety Thousand, Two Hundred and Ninety-Three) ordinary shares of ₦0.50k (Fifty Kobo) each in the share capital of the Company be consolidated by way of share reduction into 10,161,997,574 (Ten Billion, One Hundred and Sixty-One Million, Nine Hundred and Ninety-Seven Thousand, Five Hundred and Seventy-Four) ordinary shares of ₦0.50k (Fifty Kobo) each, such shares having the same rights and being subject to the same restrictions as the existing 40,647,990,293 shares of ₦0.50k each in the share capital of the Company.			
8.1.2	The reduced share capital of ₦15,242,996,359.50 (Fifteen Billion, Two Hundred and Forty-Two Million, Nine Hundred and Ninety-Six Thousand, Three Hundred and Fifty-Nine Naira, Fifty Kobo) divided into 30,485,992,719 (Thirty Billion, Four Hundred and Eighty-Five Million, Nine Hundred and Ninety-Two Thousand, Seven Hundred and Nineteen) ordinary shares of ₦0.50k (Fifty Kobo) each pursuant to Resolution (7.1.1) above be credited to the Company's share reconstruction reserve account;			
8.1.3	The existing Clause 6 of the Memorandum of Association of the Company be replaced with the following new Clause 6: "The Share Capital of the Company is ₦5,080,998,787 divided into 10,161,997,574 ordinary shares of ₦0.50k each, with power to divide the shares in the capital for the time being whether original or increased into several classes"			
8.1.4	The Board and the Company Secretary, with any director signing with either another director or the Company Secretary to be sufficient therefore, be and are hereby authorized to take all steps and do all acts that the Board may deem necessary or reasonably desirable to implement the above stated Resolutions (including but not limited to: a. directing the Solicitors of the Petitioner to seek orders of court approving the Capital Reduction contained in the foregoing resolutions; b. executing and filing applicable forms, disclosure requirements, documents or applications with the regulatory authorities; and c. engaging and hiring professional advisers.			
8.1.5	That the directors be and are hereby empowered to negotiate and agree fees with all such transaction advisers and professional parties as may be appropriate, and to pay all such fees and costs as may be due to relevant regulatory bodies in relation to the transaction.			

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.

TRANSNATIONAL CORPORATION PLC

Eighteenth Annual General Meeting

ADMISSION CARD

Please admit the Shareholder named on this Card or his duly appointed proxy to the 18th Annual General Meeting of the Company to be held on Monday, May 27, 2024, at the Lagos/Osun Hall, Transcorp Hilton Abuja, 1, Aguiyi Ironsi Street, Maitama, Abuja, F.C.T at 10.00 a.m.

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

Name of Shareholder

Address of Shareholder

Number of Shares Held

Signature