



Learn Africa Plc

Proxy Form

For the year ended 31 March 2021

48TH ANNUAL GENERAL MEETING to be held at **52 Oba Akran Avenue, Ikeja, Lagos on Thursday, 21 October 2021 at 11 a.m.**

I/WE*
(Name of Shareholder)

of

..... being a member/members of LEARN AFRICA PLC hereby appoint (please see Note ii below for the list of proxies).

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 Annual General Meeting of the Company to be held on Thursday 21 October 2021 at 11 a.m. and at any adjournment therefore.

Dated this day of, 2021.

Shareholder's signature

Notes:

- i. *In view of the health and safety measures put in place by government, including limiting the number of persons that can be in a gathering to 20, this Proxy Form has been prepared to enable shareholders to exercise the right to vote despite not being physically present at the Meeting.*
- ii. *Members may appoint a proxy of their choice from the following persons: a) Chief Emeke Iwerebon, b) Alhaji Hassan Bala, c) Mrs Cordelia Ojeile, d) SUPE Anthony Omojola, e) Rev. Dr E.A Adegbayika, and f) Pastor Adebayo Williams.*
- iii. *Please sign this Proxy Form and post, or deliver it to reach the address overleaf or send via e-mail to info@firstregistrarsnigeria.com or modupeola.ajigbotaye@firstregistrarsnigeria.com or tadenaike@dcs.com.ng not later than 48 hours before the time of holding the Meeting.*
- iv. *If executed by a Corporation, the form must be sealed with the Common Seal or under the hand of an officer or attorney duly authorised.*
- v. *In case of Joint Shareholders, any of such may complete the forms, but the names of all Joint Shareholders must be stated.*
- vi. *The proxy must produce the Admission Card issued by the Registrar to obtain entry to the meeting.*
- vii. *The Company shall bear the cost of the stamp duty payable on this Proxy Form.*

Resolutions	For	Against
To lay before the Members, the Report of the Directors and the Audited Financial Statements together with the Auditors and Audit Committee Reports for the year ended 31st March, 2021		
To declare a dividend		
To re-elect Directors: • Alhaji Hassan Bala • Mr. Frederick Ijewere • Chief Emeke Iwerebon		
To appoint PKF Professional Services as External Auditors following the completion of the tenure of Messrs. Ernst & Young.		
To authorize the Directors to fix the remuneration of the Auditors.		
To elect members of the Statutory Audit Committee		
Special Business		
To approve the remuneration of Directors for year 2021/2022		
That Authorised Share Capital in Clause 6 of the Memorandum of Association be and is hereby amended to Minimum Share Capital		
That Section 141 of Companies and Allied Matters Act 1990 in Article 5 of the Articles of Association be and is hereby amended to Section 166 of Companies and Allied Matters Act 2020		
That Section 131(1) of Companies and Allied Matters Act 1990 be in Article 6 of the Articles of Association be and is hereby amended to Section 156 of Companies and Allied Matters Act 2020		
That Section 159 of Companies and Allied Matters Act 1990 in Article 10 of the Articles of Association of the Company be and is hereby amended to Section 183 of Companies and Allied Matters Act 2020		
That Section 100 (1) (b) of Companies and Allied Matters Act 1990 in Article 35(b) of the Articles of Association of the Company be and is hereby amended to Section 125(b) of Companies and Allied Matters Act 2020.		
That Section 106 of Companies and Allied Matters Act 1990 in Article 37 of the Articles of Association be and is hereby amended to Section 131 of Companies and Allied Matters Act 2020		

DCSL Corporate Services
(Company Secretaries)



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.

FOR COMPANY'S USE ONLY

Full Name and Address of shareholder

Number of shares held

Resolutions	For	Against
That Article 45 of the Articles of Association be and is hereby amended to All businesses transacted at annual general meetings are deemed special business, except declaring a dividend, presentation of the financial statements and the reports of the directors and auditors, election of directors in the place of those retiring, the appointment, fixing of the remuneration of the auditors, appointment of members of the audit committee and disclosure of remuneration of managers of a company, which are ordinary business		
That Section 75 of Companies and Allied Matters Act 1990 in Article 80 of the Articles of Association be and is hereby amended to Section 99 of Companies and Allied Matters Act 2020.		
That "Sections 334, 342 and 345 of Companies and Allied Matters Act 1990 in Article 107 of the Articles of Association be and is hereby amended to Sections 377, 385 and 388 of Companies and Allied Matters Act 2020		
That Sections 350 - 360 of Companies and Allied Matters Act 1990 in Article 107 of the Articles of Association be and is hereby amended to Sections 401,403,404 and 407 of the Companies and Allied Matters Act 2020		
That Sections 359(3-6) of Companies and Allied Matters Act 1990 in Article 112 of the Articles of Association be and is hereby amended to Sections 404 (2-7) of the Companies and Allied Matters Act 2020		
That Article 112 of the Articles of Association be and is hereby amended to read, the Audit Committee shall consist of five members comprising of three members and two Non-Executive Directors, the members of the audit committee are not entitled to remuneration and are subject to election annually		
That Articles 31 to 35 of the Articles of Association on cancellation of shares be and is hereby expunged from the Articles of Association in line with Companies and Allied Matters Act 2020		
Please indicate with an "x" in the appropriate box how you wish your votes to be cast on the resolution set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.		