



PROXY FORM

UBN PROPERTY COMPANY PLC

15TH ANNUAL GENERAL MEETING

<p>I/We</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p>Being a member/member of UBN PROPERTY COMPANY PLC hereby appointor failing him/her MRS. YETUNDE B. ONI or failing her, MR. MICHAEL ONAGBOLA to be my/our proxy, to act and vote for me/us and on my/our behalf at the 15th Annual General Meeting of the Company to be held in The Auditorium, Stallion Plaza (9th Floor), 36 Marina, Lagos on 30th March 2026 at 11.00 a.m. and at any adjournment thereof in such manner as such proxy shall think proper and if expedient, to demand a poll.</p> <p>As witness my/our hands this day of2026</p> <p>Signed:</p> <p>.....</p> <p>NOTE:</p> <p>A member entitled to attend and vote at the 15th Annual General Meeting is entitled to appoint a proxy in its, his or her stead. All completed proxy forms should be deposited at the office of The Registrar, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Way, Yaba, Lagos or forwarded via e-mail to registrars@cardinalstone.com not less than forty-eight (48) hours before the time scheduled for holding the meeting. A proxy need not be a member of the Company.</p> <p>In the case of joint shareholders, any one of such may complete the form but the name of all joint shareholders must be stated.</p> <p>It is required by law under the Nigeria Tax Act 2025 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 bear stamp duty at the appropriate rate</p> <p>If the shareholder is a corporation, this form must be under its common seal or under the hand of officers or an attorney duly authorized in that behalf.</p>	<p>I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (Strike out which-ever is not desired)</p>		ORDINARY BUSINESS			
		ORDINARY RESOLUTIONS:				
		1	To receive and adopt the Company's Audited Financial Statements for the financial year ended 31 st December 2024 together with the reports of the Directors, Auditor, Board Appraiser and Statutory Audit Committee thereon.			
		2	To re-elect Directors.			
			<ul style="list-style-type: none"> a. To re-elect the following Directors who retire at this meeting and are eligible for re-election: <ul style="list-style-type: none"> i. Mrs. Yetunde B. Oni ii. Mr. Mannir Ringim 			
		3	To authorise the Directors to fix the remuneration of the Auditor.			
		4	To elect members of the Statutory Audit Committee.			
		5	To disclose the remuneration of the Managers of the Company.			
			SPECIAL BUSINESS			
			ORDINARY RESOLUTIONS:			
		1	To approve the increase in share capital.			
		2	To approve the amendment of the Capital Clause (Clause 6) in the Company's Memorandum of Association to reflect the increased share capital and bonus issue.			
		3	To approve the bonus issue of shares.			
		4	To authorise the Board of Directors to implement the approvals relating to the increase of issued shares and share capital.			
			SPECIAL RESOLUTIONS:			
		1	To amend the Company's Articles of Association as hereinafter stated:			
			<ul style="list-style-type: none"> a. Rewording Article 20 (b) to read: <i>"The tenure of office of Non-Executive Directors shall be for a maximum period of 3 terms of 3 years each, subject to statutory directives."</i> b. Inserting Article 20 (d) to read: <i>"The tenure of office of Independent Non-Executive Directors shall be for a maximum period of three (3) terms of three (3) years each, as stipulated by the Nigerian Code of Corporate Governance."</i> c. Rewording Article 29 (d) to read: <i>"The Directors may have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Where a casual vacancy is filled by the directors, the person may hold office only until the next Annual General Meeting where he may be approved by the general meeting, and if not so approved, he shall immediately cease to be a director. Any Director so appointed shall then be eligible to re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting."</i> d. Rewording Article 31 (d) to read <i>"The remuneration of the Non-Executive Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee of the Board of Directors or General Meetings of the Company or in connection with the business of the Company."</i> e. Rewording Article 34(c) to read <i>"A Director may hold any other office or place of profit in the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided."</i> 			

BEFORE POSTING THE ABOVE CARD, KINDLY TEAR OFF THIS PART AND RETAIN IT.

ADMISSION CARD
UBN PROPERTY COMPANY PLC – 15TH ANNUAL GENERAL MEETING

PLEASE ADMIT ONLY THE SHAREHOLDER NAMED ON THIS CARD OR ITS/HIS/HER DULY APPOINTED PROXY TO THE 15TH ANNUAL GENERAL MEETING OF UBN PROPERTY COMPANY PLC HELD IN THE AUDITORIUM, STALLION PLAZA (9TH FLOOR), 36 MARINA, LAGOS ON 30TH MARCH 2026 AT 11.00 A.M.

NAME OF SHAREHOLDER/PROXY..... SIGNATURE.....

ADDRESS.....

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRAR