

PROXY FORM

31st Annual General Meeting of Okitipupa Oil Palm Plc.



RC 17790
OKITIPUPA
OIL PALM PLC

I/we the undersigned, being a member/s of Okitipupa Oil Palm Plc RC17790 hereby appoint *
..... or failing him as my/our proxy to vote for me/us and on my/our behalf
at the 31st Annual General Meeting of the Company to be held on Tuesday June 22, 2021 and at any adjournment thereof unless
otherwise instructed, the proxy will vote or abstain from voting as he thinks fit.

Dated this day of 2021

Signature

NOTES:

Covid-19 Overall Risk to all shareholders

Compliance with Government Directives on COVID-19 and Related Guidelines: In line with the guidelines of the Corporate Affairs Commission on the conduct of Annual General Meeting of Public Companies by proxies and the need to comply with the directives and regulations of the Federal Government of Nigeria, Lagos State Government, the Nigeria Centre for Disease Control on safety and health measures as well as advisory precautions by the World Health Organization against the COVID-19 Pandemic, the gathering of more than 50 people has been prohibited. Therefore, the number of the people to attend the Annual General Meeting shall not exceed the maximum number of persons approved to be in a social / public gathering by the Lagos State Government as at the date of the meeting.

Pursuant to the foregoing, shareholders are encouraged to appoint any one of the underlisted proposed proxies to attend and vote in their stead at the meeting:

1. Adewale Osomo Esq.- Director
2. Prince Kayode Aroloye - Director
3. Senator Victor Ndoma Egba OFR, CON SAN;
4. Sir Sunny Nwosu – Shareholder
5. Pastor Adio Ademola Alexander -Shareholder
6. Mr Oluwole Awe - Shareholder

For such appointment to be valid, all instruments of proxy should be completed, duly signed, stamped, and submitted to the registrars of the company Greenwich Registrars and Data Solutions Limited by electronic mail info@gtlregistrars.com or deposited at 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos not later than 48 hours before the date fixed for the meeting.

- Where the appointor is a corporation, this form may be under seal or under the hand of an officer or Attorney duly authorized
- The Proxy will be used in the event that a poll being directed or demanded
- In the case of joint holders, the signature of any of them will suffice but the names of all joint holders must be shown

Right of shareholders to ask questions

Shareholders reserve the right to ask questions at the Annual General Meeting. Shareholders may also submit such questions prior to the meeting in writing to the Company. Such questions should be addressed to the Company Secretary and reach the Company at its head office or by electronic mail via osbornelaws@gmail.com not later than 7 days to the date of the meeting.

Please indicate with "x" in the appropriate box how you wish your vote to be cast on the resolutions set out above unless otherwise instructed, the proxy will vote or abstain from voting at his/ her discretion.

A. ORDINARY BUSINESS	FOR	AGAINST
To receive and consider the audited financial statements of the company, together with the reports of the directors, auditors and audit committee thereon		
for the accounting periods ended December 31st 2020		
To declare a dividend		
To elect Mrs. Abiola Awote, a nominee of Estaport Farms Limited as a director		

ADMISSION FORM



A. ORDINARY BUSINESS	FOR	AGAINST
To re-elect Hon. Chief (Mrs.) Mobolaji Osomo who {being above the age of 70years}is scheduled to retire by rotation but being eligible now offers herself for re-election:		
To re-elect Mr Emmanuel Fasalejo who is scheduled to retire by rotation but being eligible now offers himself for re-election:		
To re-elect Mr Jones Ogunmusire who {being above the age of 70 years} is scheduled to retire by rotation but being eligible now offers himself for re- election:		
To re-elect HIM Oba George B. Faduyile who (being above the age of 70 years) is scheduled to retire by rotation but being eligible now offers himself for -re-election:		
To appoint Messrs Ernst & Young as the external auditors of the Company following the completion of the tenure of the External Auditors, Abioye Abdul-Rasaq &Co.		
To authorize the Directors to fix the remuneration of the Auditor.		
To elect members of the Statutory Audit committee in accordance with Section 404 (6) of the Companies and Allied Matters Act -2020		

B. SPECIAL BUSINESS	FOR	AGAINST
1. To consider and if thought fit, pass the following, with or without modification as an ordinary resolution of the company: “that the Company’s share capital be and is hereby increased from N50,000,000 (Fifty Million Naira) to =N=1,000,000,000.00 (One Billion Naira) by the creation and addition thereto of 1,900,000,000 (One Billion Nine Hundred Million) ordinary shares of 50 (Fifty) Kobo each, such new shares to rank pari passu in all respects with the existing ordinary shares in the share capital of the company”		
2. To consider and if thought fit, pass the following with or without modification as a special resolution of the company: “that Clause 5 of the Memorandum of Association of the Company be and is hereby amended to reflect the new share capital of =N=1,000,000,000.00 (One Billion Naira) divided into 1,900,000,000 (One Billion Nine Hundred Million) ordinary shares of 50 (Fifty) kobo each”		
3. To consider and if thought fit, pass the following with or without modification as an ordinary resolution of the company: “that the sum of N14,000,000.00 (Fourteen Million Naira) advanced to the Company as a loan by Estaport Farms Ltd be and is hereby converted to deposit for shares in the Company in favour of Estaport Farms Ltd”		
4. To consider and if thought fit, pass the following with or without modification as an ordinary resolution of the company “that the sum of N120,000,000.00 (One Hundred and Twenty Million Naira) advanced to the Company as a loan by Ondo State Government be and is hereby converted to deposit for shares in the Company in favour of Ondo State Government”		
5. To consider and if thought fit, pass the following with or without modification as ordinary resolutions:- a. “that the directors pursuant to S. 54(1),(5) Investment and Securities 2007 register the newly issued shares with the Securities and Exchange Commission (SEC) and thereafter allot the shares to the shareholders at a price to be determined by the directors”, b. ‘that the existing shareholders shall exercise their pre-emptive rights in respect of the newly issued shares pursuant to S. 142(1), (2), (3) of the Companies and Allied Matters Act 2020,’		
6. To consider and if thought fit, pass the following with or without modification as a special resolution; c. “that upon the expiration of the time fixed by the directors for existing shareholders to exercise their pre-emptive rights under S. 142 (1), (2), (3) of the Companies and Allied Matters Act 2020, and whereupon the existing shareholders decline to exercise their pre-emptive rights or part thereof, the directors be and are hereby authorized to allot between 51% and 60% of the increased share capital of the company by way of offer for special placement to a preferred core investor who has an established track record in agribusiness and demonstrates the technical competence and financial capacity to turnaround the company		
7. To consider and if thought fit, pass the following with or without modification as an ordinary resolution; “To approve the remuneration of directors for year 2020.”		

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

ADMISSION FORM - OKITIPUPA PALM PLC 31st ANNUAL GENERAL MEETINGS

Number of shares held Signature

Please admit the shareholder named in this or his/her duly appointed proxy to the company’s 31st Annual General Meeting to be held at Radisson Avalon Collection Hotel, 42, Isaac John Street, GRA, Ikeja, Lagos on Tuesday June 22, 2021 at 2pm.

Name of Shareholder* Signature

Name of Shareholder Signature

A member {Shareholder} of the company, entitled to attend and vote is entitled to appoint a proxy to attend and vote for him/her. A proxy need not be a member. The proxy form has been prepared to enable you exercise your rights to vote.