

**PROXY FORM**



**SCHEME OF ARRANGEMENT BETWEEN STUDIO PRESS NIGERIA PLC. AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES OF 50 KOBO EACH FOR THE PROPOSED RESTRUCTURING**

**COURT-ORDERED MEETING** of Studio Press Nigeria Plc. to be held at the Radisson Blu Hotel, 38- 40 Isaac John Street, Ikeja, Lagos on **Friday, October 15<sup>th</sup>, 2021, at 10:00am.**

I/We, **(Block capitals please)**

\*

being a shareholder/member(s) of Studio Press Nigeria Plc. hereby appoint **(Block capitals please)**

\*

or failing him/her, **(Block capitals please)**

as my/our proxy to act and vote for me/us and on my/our behalf at the Court-Ordered Meeting of the Company to be held at **10:00am on Friday, October 15<sup>th</sup>, 2021** or at any adjournment thereof.

Dated this..... day of .....2021

Shareholder's Signature.....

(A Corporation must execute and affix a Common Seal)

**SPECIAL RESOLUTION**

<p><i>That:</i></p> <ol style="list-style-type: none"> <li><i>The Scheme of Arrangement dated on <b>Friday, October 15<sup>th</sup>, 2021</b>, be and is hereby approved and that the Directors be and are hereby authorised to consent to any modification of the Scheme of Arrangement that the Federal High Court shall deem fit to impose or approve. For the purpose of giving effect to the Scheme in its original form or with or subject to such modification, addition and condition agreed between the Company and Holders of its Ordinary Shares and/or approved or imposed by the Court:</i></li> <li><i>The Scheme Shares (as defined in the Scheme Document) be transferred to Federated Resources Nigeria Limited.</i></li> <li><i>Holders of the Scheme Shares shall be paid a Scheme Consideration (as defined in the Scheme Document) by Federated Resources Nigeria Limited, for the transfer of the said Scheme Shares.</i></li> <li><i>As consideration for the exchange of the Scheme Shares, each Holder of the Scheme Shares shall receive <b>₦1.99 per share.</b></i></li> <li><i>That the Company be delisted from the Daily Official List and the main board of the NGX and re-registered as a private company with limited liability" following consummation of the Scheme on the Effective Date.</i></li> <li><i>The Board of Directors of Studio Press Nigeria Plc. be and are hereby authorised to take all necessary steps and to consent to any modification of the Scheme of Arrangement that the Court shall deem fit to impose or approve.</i></li> </ol>
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Please indicate how you wish your vote to be cast at the Court-Ordered Meeting by indicating 'x' as

FOR	AGAINST

appropriate

- a. A member (shareholder) entitled to attend and vote at the general meeting is entitled to appoint a proxy in his stead.
- b. In the case of joint shareholders, any of such may complete the form, but the names of all joint shareholders must be stated.
- c. If the shareholder is a corporation, this form must be under the common seal or under the hand of some office or attorney duly authorised on their behalf.
- d. A Shareholder can elect any person as a Proxy in his stead and may insert in the blank spaces 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 his behalf. Shareholder can elect a second proxy failing the attendance of the first elected proxy.
- e. All instruments of proxy must be duly stamped by the Commissioner for Stamp Duties and deposited at the office of the Registrar not later than 24 (twenty-four) hours before the date of the meeting.
- f. The proxy must produce the Admission Form sent with the notice of the meeting to obtain entrance to the meeting.



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

**ADMISSION FORM**

Please admit the shareholder named on this Admission Form or his duly appointed proxies to the Court-Ordered Meeting to be held at Radisson Blu Hotel, 38- 40 Isaac John Street, Ikeja, Lagos on **Friday, October 15<sup>th</sup>, 2021, 10:00am.**

**Proxy (ies):** \_\_\_\_\_

<b>Name of Shareholder</b>	
<b>No of Shares</b>	

Signature of Person Attending .....

**You are required to sign this card at the venue of the COM, in the presence of the Registrar.**