Transcorp Power

RC 1067143

PROXY FORM

TWELFTH ANNUAL GENERAL MEETING OF TRANSCORP POWER PLC TO BE HELD ON TUESDAY FEBRUARY 25, 2025, AT THE IMO/RIVERS HALL, M2, TRANSCORP HILTON ABUJA, 1, AGUIYI IRONSI STREET, MAITAMA, ABUJA, F.C.T AT 10:00AM

I/WE ________________________________
being a member/members of TRANSCORP POWER PLC, hereby appoint:

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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 Twelfth Annual General Meeting of the Company to be held on Tuesday, February 25, 2025 at Imo/Rivers Hall, M2, Transcorp Hilton Abuja, 1, Aguiyi Ironsi Street, Maitama, Abuja at 10:00 am and at any adjourment 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 authorized 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.

	RESOLUTIONS	FOR	AGAINST	ABSTAIN
1	To declare a dividend			
2	To approve the appointment of Mr. Christopher Ezeafulukwe as a Non-Executive Director of the Company.			
3	To re-elect Mr. Emmanuel Nnorom, a Director retiring by rotation			
4	To re-elect Dr. Mrs Owen D. Omogiafo, OON, a Director retiring by rotation			
5	To re-elect Mr. Adim Jibunoh, a Director retiring by rotation			
6	To authorise the Directors to fix the remuneration of the Auditors for the 2025 financial year.			
7	To elect members of the Statutory Audit Committee.			
8	"That the remuneration payable to Directors for the year ending December 31, 2025 be and is hereby fixed at the sum of ₦50,000,000 (Fifty Million Naira) only for each Non-Executive Director save the Chairman, whose remuneration for the same period shall be fixed at the sum of ₦75,000,000 (Seventy-Five Million Naira) only, such payment to be effective from January 1, 2025."			
9	"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."			
10	"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 resolution 9 above, including but not limited to executing and filing all such forms, document or information with the appropriate authorities, as may be required; appointing professional advisers and parties that they deem necessary, upon such terms and conditions that the Directors may deem appropriate."			
11	"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."			
12	That in keeping with the post-listing obligations of the Company, "The Company's Memorandum of Association be, and is hereby amended as listed in the Notice of AGM.			
13	That in keeping with the post-listing obligations of the Company, the Company's Articles of Association be, and are hereby amended as listed in the Notice of AGM.			
14	The Directors, be and are hereby authorised to take all steps and do all acts that they deem necessary in furtherance of resolutions 12 and 13 above.			
	Please indicate with an "X" in the appropriate square 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/her discretion.			

ADMISSION CARD

Please admit the Shareholder named on this card or his duly proxy to the Annual General Meeting of the company to be held on Tuesday, February 25 2025, at the Imo/Rivers Hall, Transcorp Hilton Abuja, 1, Aguiyi Ironsi Street, Maitama, Abuja, F.C.T at 10:00am.

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

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Name of Shareholder

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Address of Shareholder

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Number of Shares Held

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Signature