

PROXY FORM

RC No: 161070

EXTRAORDINARY GENERAL MEETING OF C&I LEASING PLC TO BE HELD ON TUESDAY 3RD NOVEMBER 2020 AT 11.00 AM PROMPT AT THE INCUBATOR 7/8 CHIEF YESUF ABIODUN WAY CITY OF DAVID ROAD ONIRU VICTORIA ISLAND LAGOS

I/We
(Name of shareholder(s) in block letter)

being member/members of C&I Leasing Plc, hereby appoint

or failing him Chief Chukwuma H. Okolo or failing him, Mr. Andrew Otiike-Odibi or failing him the Chairman of the meeting as my proxy to act and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on the 3rd day of November, 2020 at 11:00am and at any adjournment thereof:

Dated this day of 2020.

Signature(s) of Shareholder(s)

Please indicate with an "X" in the appropriate space how you wish your votes to be cast in resolutions set out below

SPECIAL RESOLUTION	FOR	AGAINST
To approve the conversion by Neoma Africa Fund, L.L.C (<i>formerly Aureos Africa Fund L.L.C.</i>) its nominee, assignee or transferee of the US\$10,000,000.00 Loan Stock issued by the Company to Neoma Africa Fund L.L.C. to 987,500,000 (Nine Hundred and Eighty-Seven Million, Five Hundred Thousand) ordinary shares of the Company (the "Transaction").		
"The conversion by Neoma Africa Fund, L.L.C (<i>formerly Aureos Africa Fund L.L.C.</i>) its nominee, assignee or transferee of the US\$10,000,000.00 (Ten Million United States Dollars) unsecured variable coupon redeemable convertible loan stock in registered units of ₦4.75 or the US\$ (United States Dollars) equivalent units into 987,500,000 (Nine Hundred and Eighty-Seven Million, Five Hundred Thousand) ordinary shares of the Company (the "Conversion") be and is hereby approved; and		
The Company shall not engage in any capital raising through the issuance of equity securities such as ordinary shares, preferred shares, bonds, loans, warrants, rights, options or other similar instruments or securities which are convertible into or exercisable or exchangeable for, or which carry a right to subscribe for or purchase ordinary or preferred shares of the Company or any instrument or certificate representing a beneficial ownership interest in the ordinary shares of the Company, including global depository receipts and American depository receipts and any other security issued by the Company, even if not convertible into ordinary shares, that derives its value and/or return based on the financial performance of the Company or its shares whether through rights offerings, follow-on offerings or any other offering or transaction until the Conversion is effected.		
The Board of Directors of the Company be and is hereby authorized to issue and allot 987,500,000 (Nine Hundred and Eighty-Seven Million, Five Hundred Thousand) ordinary shares of the Company to Neoma Africa Fund, L.L.C (<i>formerly Aureos Africa Fund L.L.C.</i>) its nominee, assignee or transferee as notified to the Company in writing. ("the Allotment")		
The Board of Directors of the Company be and is hereby authorized to take all such steps and provide and execute all such documents, within its power, as may be required to facilitate the Conversion, the Allotment and the obtention of regulatory approvals required for the Conversion and the Allotment.		

BEFORE POSTING THE ABOVE FORM, TEAR OFF THIS PART AND RETAIN FOR ADMISSION TO THE MEETING

ADMISSION CARD

Name of Shareholder (in block letters) _____
(Surname) (Other names)

Number of Shares _____

IMPORTANT INFORMATION

A member who is unable to attend this Extraordinary General Meeting is allowed by law to vote on a poll or by a proxy. The above proxy form has been prepared to enable you exercise your right to vote in case you cannot personally attend the meeting.

Following the normal practice, the names of two Directors of the Company have been entered on the form to ensure that someone will be at the meeting to act as your proxy but if you wish, you may insert in the blank space 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 your behalf instead of one of the Directors.

A completed proxy form must be stamped with the Federal Inland Revenue Service and forwarded to the company at its registered address not later than 48 hours before the time for holding the meeting. If executed by a corporate body, the proxy form should be sealed with the common seal of the corporate body.

This admission card must be produced by the Shareholder or his proxy, who need not be a member of the Company, in order to obtain entrance to the Extraordinary General Meeting.

Signature of person attending: