

PROXY FORM

Please tear off and complete

I/We

Of

Being a member/members of PZ CUSSONS NIGERIA PLC

Hereby appoint*

Of

Or failing him/her represent, the Chairman of the meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at the **Transcorp Hilton, FCT, Abuja**, at 11.00am on 13 March 2025 and at any adjournment thereof.

SPECIAL RESOLUTION**

FOR AGAINST ABSTAIN

1	To consider and if thought fit, pass the following sub-joined resolutions as a special resolution of the Company:			
	<p>a) THAT US\$34,264,544 (Thirty-Four Million, Two Hundred and Sixty-Four Thousand, Five Hundred and Forty-Four United States Dollars) (equivalent to ₦51,795,312,646.72 (Fifty-One Billion, Seven Hundred and Ninety-Five Million, Three Hundred and Twelve Thousand, Six Hundred and Forty-Six Naira and Seventy-Two Kobo) out of the outstanding intercompany loan owed by the Company to PZ Cussons (Holdings) Limited ("PZCH") be converted into equity.</p> <p>b) THAT the Board of Directors of the Company (the "Board") be and is hereby authorised to take all such lawful steps, pass all requisite resolutions and do all such other lawful acts and/or things as may be necessary for, incidental, supplemental and/or consequential to giving effect to the resolution above including without limitation, appointing relevant professional advisers and listing the new shares on Nigerian Exchange Limited; and that all prior lawful steps taken by the Board in the above regard be and are hereby ratified.</p>			

ORDINARY RESOLUTIONS**

2	To consider and if thought fit, pass the following sub-joined resolutions as an ordinary resolution of the Company:			
	<p>a) THAT the Company's share capital be increased from ₦1,985,238,522.50 to ₦3,082,596,841 by the creation of 2,194,716,637 ordinary shares of 50 kobo each, such shares to rank <i>pari passu</i> in all respects with the existing ordinary shares in the capital of the Company;</p> <p>b) THAT the Company be and is hereby authorised to allot 2,194,716,637 ordinary shares of 50 kobo each to PZCH in consideration for the conversion of the intercompany loan in (1) above, at the price of ₦23.60 per share, being the share price of the Company as at close of trading on 12 February 2025, each share to rank <i>pari passu</i> in all respects with the existing ordinary shares in the capital of the Company and on such other terms and conditions as may be decided by the Board; subject to obtaining relevant regulatory approvals;</p> <p>c) THAT the Board be authorised to take all steps and execute all documents necessary for, or incidental to, effecting the increase of the Company's share capital and the allotment of shares to PZCH;</p> <p>d) THAT the Board be authorised to issue, create and allot the actual number of shares to PZCH, not to exceed the number of shares in (a) above;</p> <p>e) THAT upon conclusion of the allotment of shares to PZCH, the Board be and is hereby authorised to cancel any outstanding shares not allotted to PZCH</p>			

SPECIAL RESOLUTION**

3 To consider and if thought fit, pass the following as a special resolution of the Company:

That Clause 4 of the Memorandum of Association and Article 3 of the Articles of Association of the Company be and are hereby amended to reflect the share capital of the Company following the allotment of shares to PZCH.

** Please indicate with an "X" in the appropriate space how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain at his/her discretion.

As witness my/our hand(s) this day of 2025

Signed

NOTE

- i. THIS PROXY FORM SHOULD NOT BE COMPLETED/RETURNED IF THE MEMBER IS ATTENDING THE MEETING.
- ii. A member entitled to attend and vote at the general meeting is entitled to and may if he/she wishes, appoint a proxy to act for him/her. All proxy forms must be deposited at the registered office of the Company shown overleaf not less than 48 hours before the time for holding the meeting. A proxy need not be a member of the Company.
- iii. The Chairman of the meeting has been printed on the form to ensure that someone will be at the meeting to act as your proxy, but if you wish, you may appoint anyone else instead by entering the person's name in the blank space (marked*) above.
- iv. In the case of joint shareholders, anyone of such may complete the form, but the names of all joint shareholders must be stated.
- v. It is a requirement of the law under the Stamp Duties Act, Cap 411 Laws of the Federation of Nigeria 1990, that any instrument of proxy to be used for the purposes of voting by any person entitled to vote at any meeting of shareholders must be duly stamped by the Commissioner for Stamp Duties.
- vi. If the shareholder is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

**The Company Secretary
PZ CUSSONS NIGERIA PLC
Alsec Nominees Limited
St. Nicholas House (13th Floor)
Catholic Mission Street Lagos
Island**

E-BONUS MANDATE FORM

Please credit my account at the Central Securities Clearing System Limited (CSCS) with all subsequent allotments and bonuses due to me from holdings in PZ Cussons.

Instructions

Please fill the form and return to the address below:

The Registrar
First Registrars & Investor Services Limited
Plot 2, Abebe Village Road, Iganmu, Lagos
P.M.B 12692 Marina, Lagos

Shareholder Account Information

Surname (in block letters)

First Name

Other Names

Address

City

State

Country

Postal Code

Mobile Telephone Number

Email Address

Signature

Corporate Seal

CSCS Details

Authorised Signature and Stamp of Stockbroker

Please attach a copy of your CSCS statement to this form as evidence that a CSCS account has been opened for you.

**The Registrar
First Registrars & Investor Services LimitedPlot
2, Abebe Village Road, Iganmu, Lagos
P.M.B 12692 Marina, Lagos**

E-DIVIDEND MANDATE FORM

Instructions

Please complete the form and return to the address below:

Only clearing Banks are acceptable

The Registrar

First Registrars & Investor Services Limited
Plot 2, Abebe Village Road, Iganmu, Lagos
P.M.B 12692 Marina, Lagos

We hereby request that from now on, all my/our dividend warrant(s) due to me/us from my/our holdings in PZ Cussons Nigeria Plc be paid directly to my/our bank account details named below:

Bank Name

Bank Address

Bank Account Number

Shareholder Account Information

Surname (in block letters)

First Name

Other Names

Address

Country

State

Mobile Telephone Number

Email Address

Signature

Joint/Company Signature

Company Seal

Sort code (very important)

Authorised Signature and Stamp of Banker

Please attach a copy of your CSCS statement to this form as evidence that a CSCS account has been opened for you.

**The Registrar
First Registrars & Investor Services Limited
Plot 2, Abebe Village Road, Iganmu, Lagos
P.M.B 12692 Marina, Lagos**

BOARD OF DIRECTORS AND OTHER CORPORATE INFORMATION

Directors

Mrs Ifueko M. Omoigui Okauru, MFR
Chairman, Independent Non-Executive
Director

Mr Dimitris Kostianis (Greek)
Chief Executive Officer

Ms Joyce Folake Coker
Executive Director

Mr Kareem Moustafa (Australian)
Non-Executive Director

Mr Richard Walker (British)
Non-Executive Director

(Appointed w.e.f 13 February
2025)

Mallam Ballama Manu
Independent Non-Executive Director

Mrs Oluwatoyin Odutayo
Independent Non-Executive Director

Dr. Suleyman A. Ndanusa, OON
Independent Non-Executive Director

Chief Financial Officer

Mr Ebenezer Elusakin

Company Secretary

Alsec Nominees Limited

Registered Office

45/47 Town Planning Way
Ilupeju Industrial Estate
Ilupeju, Lagos
www.pzcussons.com.ng

Registration Number

RC 693

Registrars

First Registrars & Investors Services Limited
Plot 2, Abebe Village Road
Iganmu Complex
P.M.B. 12692
Lagos

Independent Auditors

PricewaterhouseCoopers
Chartered Accountants
Landmark Towers
Plot 5B, Water Corporation Road
Victoria Island
Lagos

FOR
EVERYONE,
FOR LIFE,
FOR GOOD

PZ CUSSONS NIGERIA Plc
45/47 Town Planning Way
Ilupeju Industrial Estate
P.M.B. 21132
Ikeja, Lagos

www.pzcussons.com