



Learn Africa Plc

Proxy Form

For the year ended 31 March 2022

ANNUAL GENERAL MEETING of Learn Africa Plc (the Company) to be held at Company's Head Office, Felix Iwerebon House, 52, Oba Akran Avenue, Ikeja, Lagos on Thursday, September 29th, 2022 at 11.00 a.m.

Attendance at the meeting shall be by proxy. Shareholders are required to appoint a proxy of their choice from the list of proxies below:

- Chief Emeke Iwerebon
- Alhaji Hassan Bala
- Sir Sonny Nwosu
- SUPE Anthony Omojola
- Rev. Dr. E.A Adegbayike
- Pastor Adebayo Williams

Chief Emeke Iwerebon, Chairman of the Meeting, or one of the designated proxies, will act as default proxy for shareholders who send in executed proxy forms but do not appoint a proxy. Your proxy will attend the Meeting and vote on your behalf.

Save for the election of Statutory Audit Committee members, voting at the Meeting will be by poll

I/We _____
being member(s)/shareholder(s) of **LEARN AFRICA PLC** hereby appoint

_____ or failing him/her, (in block letters)

_____ or failing him/her, (in block letters)

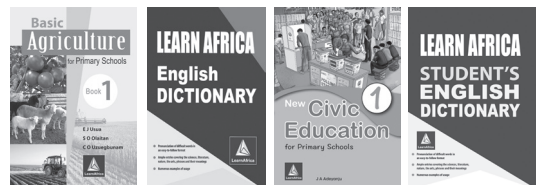
_____ or failing him/her, (in block letters)

As my/our proxy to act/ vote for me/us and on my/our behalf at the 49th Annual General Meeting of the Company to be held at 11.00 a.m. on Thursday, September 29, 2022 and at any adjournment thereof.

Dated this _____ day of _____ 2022

Please sign the Proxy Form and deliver or post it to reach the office of the Registrars; First Registrars and Investors Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos not less than forty-eight (48) hours before the time fixed for the meeting or by email to modupeola.ajigbotafe@firstregistrarsnigeria.com or tadanaike@dclsl.com.ng

Resolutions	For	Against
To lay before members of the Company, the Audited Financial Statements for the year ended 31 March 2022, together with the reports of the Directors, Auditors and the Statutory Audit Committee thereon.		
To declare a dividend for the Financial Year ended 31 March 2022.		
To elect/re-elect Directors: • Hajia Binta Bakari • Mrs Yetunde Aina • Mr Gbolagunte Aiyedun		
To authorise the directors to fix the remuneration of the Auditors.		
To elect/re-elect members of the Statutory Audit Committee		
Special Business To approve the remuneration of directors for year 2022/2023		
That pursuant to Section 131 and other applicable provisions, if any, of the Companies and Allied Matters Act (CAMA 2020), and Section 13 of the Companies Regulations 2021, the authorised share Capital of the Company be and is hereby reduced from ₦500,000,000 ordinary shares divided into 1,000,000,000 shares of ₦0.50k each to ₦385,725,000 divided into 771,450,000 ordinary shares of ₦0.50k each by the cancellation of the Company's unissued share capital of 228,550,000 (Two hundred and twenty-eight million, five hundred and fifty thousand) of ₦0.50k each		
'That pursuant to Section 124 of CAMA 2020, the Company be and is hereby authorized to take all steps necessary to amend Clause 6 of the Memorandum of Association of the Company to comply with resolution 8a above to read: 'The share capital of the Company is ₦385,725,000 (Three hundred and eighty-five million, seven hundred and twenty-five thousand Naira) divided into 771,450,000 ordinary shares of ₦0.50k (Fifty kobo) each'.		
That the directors be and are hereby authorised to enter into and execute agreements, deeds, notices or any other documents, and to perform all acts and to do all such other things necessary for or incidental to giving effect to Resolution 8 (a) above, including without limitation, appointing such professional parties, consultants and advisers and complying with the directives of the regulatory authorities.		
Please indicate with an 'x' in the appropriate box 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 discretion.		





Learn Africa Plc Proxy Form For the year ended 31 March 2022

FOR COMPANY'S USE ONLY

Full Name and Address of Shareholder

Number of shares held

Admission Form

Please admit the Shareholder named on this Card or his/her duly appointed proxy to the 49th Annual General Meeting of LEARN AFRICA PLC to be held at the Company's Head Office, Felix Iwerebon House, 52, Oba Akran Avenue, Ikeja, Lagos on Thursday, September 29th, 2022 at 11.00 a.m.

Name of Shareholder: _____

Address of Shareholder: _____

Status: Shareholder Proxy

Signature:

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Notes

1. A member (shareholder) who is unable to attend the Annual General Meeting is allowed to appoint a proxy to attend and vote instead of him/her. The Proxy Form has been prepared to enable you to exercise your right to vote in case you cannot personally attend the meeting.
2. In case of Joint Shareholders, any of such may complete the forms, but the names of all Joint Shareholders must be stated.
3. If the Proxy Form is executed by a corporation, it should be sealed with the Common Seal or under the hand and seal of its Attorney.
4. It is the requirement of the law that any instrument of Proxy to be used for purpose of voting by any persons entitled to vote at any meeting of shareholders must bear a stamp duty at the appropriate rate.
5. This Admission Form must be produced by the shareholder or his proxy in order to obtain entrance to the Annual General Meeting.
6. Shareholders or their Proxies are required to sign the Admission Form before attending the Meeting.

