

Proxy Form

For the year ended 31 March 2024

ANNUAL GENERAL MEETING of Learn Africa Plc (the Company) to be held at 52 Oba Akran Avenue Ikeja, Lagos on Thursday, September 26, 2024 at 11 a.m.

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

..... or failing him/her, the Chairman of the meeting as my/our proxy to act/ vote for me/us and on my/our behalf at the 51st Annual General Meeting of the Company to be held at 11 a.m. on Thursday, September 26, 2024 and at any adjournment thereof.

Signature

Dated this day of 2024

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

Resolutions	For	Against
1 To receive the Audited Financial Statements for the year ended 31 March 2024, together with the reports of the Directors, Auditors and the Statutory Audit Committee thereon.		
2 To re-elect Directors retiring by rotation. <ul style="list-style-type: none"> • Mr. Federick E. Ijewere • Mrs. Yetunde Aina • Hajia Bintu Bakari 		
3 To authorize the Directors to fix the Remuneration of the external Auditors.		
4 To disclose the Remuneration of the Managers of the Business.		
5 To elect members of the Statutory Audit Committee.		
SPECIAL BUSINESS:		
6 To approve the remuneration of Non-Executive Directors for year 2024/2025.		
7 Pursuant to the provisions of the Companies and Allied Matter Act 2020, and the Memorandum and Articles of the Company, that the issued share capital of the Company be increased from 771,450,000 to 867,881,250 by the creation of 96,431,250 units of ordinary shares of ₦0.50k each, ranking pari-passu in all respects with the existing shares in the Company's equity.		
8 To declare a Bonus Issue of one (1) share for every eight (8) ordinary shares of ₦0.50k to existing shareholders of the Company whose names are registered in the Company's Register of Members at the close of business on Friday, 6 September 2024 for the Financial Year ended 31 March 2024.		
9 To authorise the Board and Management to do all acts and take all actions to give effect to the above resolutions subject to all and any regulatory authorization that may be required.		
10 To authorise the Board and Management to take all steps to amend Clause 6 of the Memorandum and Articles of Association of the Company to comply with Resolution 7 above to read: 'the Share Capital of the Company is ₦433,940,625 divided into 867,881,250 ordinary shares of ₦0.50k each'.		
11 To approve the amendment of the Company's Memorandum and Articles of Association to permit directors to conduct Board Committees, Board Meetings and General Meetings via teleconference by passing the following resolution: 'That the Company's Memorandum and Articles of Association be and is hereby amended to permit directors to conduct Board Committees, Board Meetings and General Meetings via teleconference'		

Admission Form

Please admit the Shareholder named on this Card or his/her duly appointed proxy to the 51st Annual General Meeting of LEARN AFRICA PLC to be held at 52 Oba Akran Avenue Ikeja, Lagos on Thursday, September 26, 2024 at 11.00 a.m.

Name of Shareholder:

Address of Shareholder:

Status: Shareholder Proxy

Signature:

Notes

- A proxy need not be a member of the Company. For the appointment of the proxy to be valid, a Proxy Form must be completed and deposited either at the office of the Registrars, First Registrars and Investors Services Limited Plot 2, Abebe Village Road, Iganmu, Lagos not later than 48 hours before the time fixed for the meeting.
- In case of Joint Shareholders, any of such may complete the forms, but the names of all Joint Shareholders must be stated.
- 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.
- 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.
- This Admission Form must be produced by the shareholder or his proxy in order to obtain entrance to the Annual General Meeting.
- Shareholders or their Proxies are required to sign the Admission Form before attending the Meeting.
- All instruments of proxy shall be stamped at the company's expense.

FOR COMPANY'S USE ONLY

Full Name and Address of Shareholder

Number of shares held