

**PROXY FORM**

At the twenty-third Annual General Meeting of Fidson Healthcare Plc holding at the Conference Centre, 2nd Floor, Fidson Towers, 268 Ikorodu Road, Obanikoro Lagos, at 10am on the 28th of July, 2022.

I/We .....  
 .....  
 of.....  
 .....hereby appoint

1. Mr. Segun Adebajji
2. Dr. Fidelis Ayebae
3. Chief Matthew Akinlade, FCA
4. Alhaji Abdulkabir Babatunde Sarumi
5. Mr. Solomon S. Akinsanya
6. Dr. Anthony O. Omojola
7. Mrs. Adebisi Bakare
8. Mr. Owolabi Peters.
9. Mr. Tunji Bamidele
10. Mr. Godwin Ede.
11. Barrister Ganiyat Adetutu Siyanbola
12. Mr. Nonah Awoh
13. Mrs. Efunyemi Obideyi
14. Mr. Badmus Tunde

of.....  
 .....or failing  
 him/her, the Chairman of the meeting to act as my/our proxy to vote for me/us or on my/our behalf at the Annual General Meeting of the company to be held on the 28th of July 2022.

.....  
 Signature Date

**Note**

A member of the company entitled to attend and vote at the Annual General meeting is entitled to appoint a proxy to attend, speak and vote instead of that member. A proxy need not be a member of the company. Registered holders of the certificated Fidson Healthcare Plc's shares and holders of dematerialised Fidson Healthcare Plc's shares in their own name who are unable to attend the meeting and who wish to be represented at the meeting must complete and return this form of proxy. The form must be received by the Registrars, Meristem Registrars and Probate Services Limited, 213, Herbert Macaulay Way, Ebute-Meta, Lagos or by the Company Secretary at 268, Ikorodu Road, Obanikoro, Lagos not later than 48 hours before the commencement of the meeting.

Resolution	For	Against	Abstain
1. To declare a dividend of 50 kobo per 50 kobo ordinary shares amounting to a total of N1,043,180,125 (one billion and forty-three million, one hundred and eighty thousand, one hundred and twenty-five naira, only).			
2. To re-elect Mr. Olusegun Adebajji who is aged over 70 years as a Director pursuant to Sections 261 and 282 of the Companies and Allied Matters Act, 2020, special notice being hereby given and to re-elect other Directors who are due for re-election.			
3. To authorize the Directors to fix the remuneration of the Auditors.			
4. To disclose the remuneration of the Managers of the Company.			
5. To elect members of the Audit Committee in accordance with Section 404(3) of the Companies and Allied Matters Act, 2020.			
6. To consider and if thought fit to pass the following as an ordinary resolution: <b>ISSUANCE OF BONUS SHARES</b> (i) "That in line with the recommendation of the Board of Directors and to comply with the provisions of Section 124 of the Companies and Allied Matters Act 2020 and Regulation 13 of the Companies Regulations 2021 with respect to the company's unallotted shares, a bonus issue of <b>one new</b> ordinary share of 50 kobo <b>for every ten</b> ordinary shares held as at the close of business on the <b>8th of July 2022</b> , and totaling <b>208,636,025</b> ordinary shares be and are hereby issued to rank pari-pasu in all respects with the existing ordinary shares of the company. (ii) 'That, in furtherance of the above and pursuant to Section 430(5) of the Companies and Allied Matters Act, 2020, the sum of N104,318,012.50 (one hundred and four million, three hundred and eighteen thousand and twelve naira, fifty kobo) out of the total balance of N4,933,932,000 (four billion, nine hundred and thirty-three million, nine hundred and thirty-two thousand naira) only standing to the credit of share premium account be and it is hereby applied for the bonus issue.' (iii) "That the Directors be and are hereby authorized to allot any outstanding amount of shares after the bonus issue whether by way of Employee Shares schemes or in any manner as they may deem fit for consideration that shall be fixed by them' (iv) "That the Directors be and are hereby authorized to do all things necessary to give effect to the allotments with the relevant Regulators by way of registration and/or listing.'			
7. To fix the remuneration of Directors.			
8. To consider and if thought fit, to pass the following as an ordinary resolution: "That, pursuant to Rule 20.8 of the rulebook of Nigerian Exchange Limited, 2015: Issuers Rule, the general mandate given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, including amongst others the procurement of goods and services, on normal commercial terms be and is hereby renewed."			

DETACH FROM HERE

Before posting the above card, please tear off this portion and retain it.

Serial Number:.....Number of shares held:.....

Signature of Proxy:.....

The Registrars,  
Meristem Registrars and Probate Services Limited,  
213, Herbert Macaulay Way,  
Adekunle, Yaba,  
Lagos.