

# PROXY FORM FOR THE 9TH ANNUAL GENERAL MEETING OF INFRASTRUCTURE CREDIT GUARANTEE COMPANY PLC TO BE HELD AT LAGOS CONTINENTAL HOTEL, PLOT 52A, KOFO ABAYOMI STREET, VICTORIA ISLAND, LAGOS ON TUESDAY, 24TH MARCH 2026, AT 10:00AM (WAT)

I/We ..... being a Member/Members of Infrastructure Credit Guarantee Company PLC (the "Company") hereby appoint ..... of ..... or failing him/her, the Chairman of the meeting, as my/our proxy to act and vote for me/us and on my/our behalf at the 9th Annual General Meeting of the Company to be held at Lagos Continental Hotel, Plot 52A, Kofo Abayomi Street, Victoria Island, Lagos on Tuesday, 24th March 2026 at 10:00am (WAT), and at any adjournment thereof.

Dated this ..... day of ..... 2026

Signature: .....

Name: .....

Please mark "X" appropriately in the table below to indicate how you wish for your votes to be cast on the resolutions set out. Unless otherwise instructed, the proxy may vote or abstain at his/her discretion.

S/N	Resolutions	For	Against	Abstain
1	To declare a Dividend			
2	To elect and re-elect Directors			
3	To authorize the Directors to fix the remuneration of the Auditors			
4	To disclose the remuneration of the Managers			
5	To elect Shareholders' Representatives to the Audit Committee			
6	To cancel 19,759,919,854 preference shares of ₦1 each			
7	To reduce the Company's share capital from ₦61,421,392,875 to ₦41,661,473,021			
8	To convert the 8,022,905,000 irredeemable preference shares held by the Nigeria Sovereign Investment Authority, to redeemable preference shares of ₦1 each			
9	To cancel 4,829,342,827 preference shares of ₦1 each			
10	To reduce the Company's share capital from ₦41,661,473,021 to ₦36,832,130,194			
11	To raise equity of ₦35,800,987,344.27 via a Rights Issue at the price of ₦2.71 per share, at the allocation ratio of one (1) new share for every two (2) existing shares as at 31st December 2025			
12	To increase the Company's share capital from ₦36,832,130,194 to ₦50,449,955,454			

13	To make such allotments of shares or approve any allotment proposals as may be deemed necessary and expedient to give effect to the FY2024 Scrip Ordinary Dividend and the Rights Issue.		
14	To cancel any unallotted shares of the Company or to further increase the Company's share capital to an amount sufficient to accommodate any transaction undertaken by the Company to raise additional equity capital.		
15	To amend Clause 6 of the Memorandum of Association and Article 3.1 of the Articles of Association of the Company.		
16	To register the Company with the SEC as a Capital Market Operator.		
17	To amend Clause 3 of the Memorandum of Association of the Company to comply with applicable regulations by deleting Object 3(D).		
18	To extend the tenure of the Independent Non-Executive Directors of the Company from five (5) years to ten (10) years.		
19	To restate the Articles of Association of the Company upon the termination of the Amended and Restated Shareholders' Agreement dated 10th December 2020.		
20	To authorize the Directors to do all such things as may be necessary or required by regulators to give effect to the resolutions above.		

## NOTES:

1. A Member is entitled to attend and vote at the Annual General Meeting of the Company. He/She/They are also entitled to appoint a proxy to attend and vote in his/her/their stead, and in this case, this Form may be used to appoint a proxy.
2. Provision has been made on this form for the Chairman of the Company to act as a proxy for any Member who is unable to appoint a proxy to attend the meeting. If you wish to appoint a person other than the Chairman of the Company as your proxy for the meeting, please complete the blank spaces on the Form with the name of your appointed proxy.
3. This Form must be duly completed and signed by the Member of the Company. If the Member is a corporate entity, this Form must be under its common seal or duly signed by an authorized officer of the entity.
4. For the instrument of proxy to be valid for this meeting, it must be stamped in accordance with the provisions of the Nigeria Tax Act 2025. The duly completed and signed Proxy Form must be deposited at the office of the Registrars, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Street, Sabo, Yaba, Lagos, or by email to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com), not less than 48 hours before the time fixed for the meeting. The instrument of proxy shall be stamped at the instance of the Company.
5. In the case of Joint Members, any of such Members may complete the Form, but the names of all Joint Members must be stated.