

# PROXY FORM FOR THE 9TH ANNUAL GENERAL MEETING OF INFRASTRUCTURE CREDIT GUARANTEE COMPANY PLC TO BE HELD AT THE LAGOS CONTINENTAL HOTEL, PLOT 52A, KOFO ABAYOMI STREET, VICTORIA ISLAND, LAGOS ON FRIDAY, 3RD JULY 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 ("AGM") of the Company to be held at the Lagos Continental Hotel, Plot 52A, Kofo Abayomi Street, Victoria Island, Lagos on Friday, 3rd July 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
<b>Ordinary Business</b>				
1	To adopt the Financial Statements for the year ended 31 December 2025, together with the reports of the Directors, Auditors and Statutory Audit Committee			
2	To declare a Dividend			
3	To re-elect the following Directors who are retiring by rotation: a. Ms. Vivien Shobo b. Ms. Hamda Ambah c. Mr. Kolawole Owodunni			
4	To appoint Mr. Boo Hock Khoo as an Independent Non-Executive Director to fill a casual vacancy on the Board			
5	To appoint Mr. Michael Nzewi as a Non-Executive Director, subject to the resignation of Mr. Michael Chilton following the conclusion of the 9th AGM, and subject to the subsequent approval of the SEC			
6	To authorize the Directors to fix the remuneration of the Auditors			
7	To disclose the remuneration of the Managers of the Company			
8	To elect shareholders' representatives to the Statutory Audit Committee			
<b>Special Business</b>				
9	To amend Article 12.1 of the Company's Articles of Association to increase the Board size from eleven (11) to twelve (12)			

10	To appoint Ms. Abimbola Sulaiman as a Non-Executive Director, subject to the shareholders' approval of the increase in the Board size from eleven (11) to twelve (12), and subject to the subsequent approval of the SEC			
11	To convert the 8,022,905,000 irredeemable preference shares held by the Nigeria Sovereign Investment Authority, to redeemable preference shares of ₦1 each, on such terms and conditions as may be determined by the Board			
12	To reduce the Company's share capital from ₦61,421,392,875 to ₦36,832,130,194 by the cancellation of 24,589,262,681 preference shares of ₦1 each			
13	To increase the Company's share capital from ₦36,832,130,194 to ₦50,449,955,454 by the creation of 13,617,825,260 new ordinary shares of ₦1 each, subject to the shareholders' approval of the reduction of the share capital			
14	To amend Clause 6 of the Company's Memorandum of Association and Article 3.1 of the Company's Articles of Association to reflect the Company's new share capital			
15	To raise equity in an amount up to ₦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 of 31st December 2025, in such tranche or tranches and on any other terms and conditions as may be determined by the Board			
16	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			
17	To register the Company with the SEC as a Capital Market Operator			
18	To amend Clause 3(D) of the Memorandum of Association of the Company to comply with applicable SEC regulations which empowers the Company to provide Technical and/or Advisory Services to Issuers of securities in connection with the provision of a Credit Enhancement Facility			
19	To authorize the Directors to do all such things as may be necessary, expedient or desirable, including but not limited to making applications to the Federal High Court, appointing professional advisers, entering into and executing any agreements or documents, making or approving share allotments, cancelling unallotted shares, further increasing the Company's share capital, registering additional shares, securing all regulatory approvals, complying with applicable laws and regulations, and taking all such further steps as may be 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. A Member may also appoint a proxy to attend and vote on their behalf, in which case this Form may be used to effect such appointment.
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.