

# Proxy Form

Annual General Meeting to be held at Wema Tower, 54, Marina, Lagos on Friday, 20 May, 2022 at 10:00am

I/We\* \_\_\_\_\_

being member/members of Wema Bank Plc hereby appoint\*\* \_\_\_\_\_ or failing him/her the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held on Friday, 20 May, 2022 and at any adjournment thereof.

SHAREHOLDER'S SIGNATURE & DATE	SHAREHOLDER'S NAME																																								
	<table border="1" style="width: 100%; height: 40px;"> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> </table>																																								

Please indicate with an "X" in the appropriate box how you wish your votes to be cast on the resolutions set below. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.

ORDINARY RESOLUTIONS	FOR	AGAINST												
1. To lay before the meeting the Audited Financial Statements for the year ended December 31, 2021, together with the reports of the Directors, Auditors and the Statutory Audit Committee thereon.	<input type="checkbox"/>	<input type="checkbox"/>												
2. To declare a dividend.	<input type="checkbox"/>	<input type="checkbox"/>												
3. To elect / approve the appointment of the following Directors	<input type="checkbox"/>	<input type="checkbox"/>												
<table style="width: 100%; border: none;"> <tr> <td style="width: 25%;">Mr. Olusegun Adesegun</td> <td style="width: 5%; text-align: center;"><input type="checkbox"/></td> <td style="width: 50%;">Dr. (Mrs.) Yemisi Olorunshola</td> <td style="width: 5%; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>Mr. Adeyemi Adefarakan</td> <td style="text-align: center;"><input type="checkbox"/></td> <td></td> <td></td> </tr> <tr> <td>Mrs. Bolarin Okunowo</td> <td style="text-align: center;"><input type="checkbox"/></td> <td></td> <td></td> </tr> </table>	Mr. Olusegun Adesegun	<input type="checkbox"/>	Dr. (Mrs.) Yemisi Olorunshola	<input type="checkbox"/>	Mr. Adeyemi Adefarakan	<input type="checkbox"/>			Mrs. Bolarin Okunowo	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>
Mr. Olusegun Adesegun	<input type="checkbox"/>	Dr. (Mrs.) Yemisi Olorunshola	<input type="checkbox"/>											
Mr. Adeyemi Adefarakan	<input type="checkbox"/>													
Mrs. Bolarin Okunowo	<input type="checkbox"/>													
4. To re-elect the following Directors retiring by rotation:	<input type="checkbox"/>	<input type="checkbox"/>												
<table style="width: 100%; border: none;"> <tr> <td style="width: 25%;">Mrs. Abolanle Matel-Okoh</td> <td style="width: 5%; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>Mrs. Ibiye Asime Ekong</td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Mrs. Abolanle Matel-Okoh	<input type="checkbox"/>	Mrs. Ibiye Asime Ekong	<input type="checkbox"/>										
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5. To disclose the remuneration of Managers of the Company.														
6. To authorize the Directors to fix the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>												
7. To elect members of the Statutory Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>												

SPECIAL BUSINESS BY ORDINARY RESOLUTIONS	FOR	AGAINST
8. To approve the remuneration of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
9. To consider and if thought fit, pass the following resolutions as ordinary resolutions:	<input type="checkbox"/>	<input type="checkbox"/>
a. That the Directors be and are hereby authorised to issue or cancel any of the bank's unissued Share Capital after the completion of the right issue exercise approved at the Extra- Ordinary General Meeting held on December 31, 2021, in compliance with the provisions of Section 124 of the Companies and Allied Matters Act 2020 and Regulation 13 of the Companies Regulation 2021 made under the Companies and Allied Matters Act 2020.		
b. That pursuant to the above resolution, Clause 5 of the Memorandum and Article 7 of the Articles of Association of the bank be amended to reflect the issued share Capital of the bank after the cancellation or reissuance of the unissued share capital.		

**ADMISSION CARD**

ANNUAL GENERAL MEETING to be held at Wema Tower, 54, Marina, Lagos on Friday, 20 May, 2022 at 10:00am

Shareholder's Name (Surname & Other Names) \_\_\_\_\_

Shareholder's Account No.	<table border="1" style="width: 100%; height: 20px;"> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> </table>																					No. of Shares	<table border="1" style="width: 100%; height: 20px;"> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> </table>																				

**IMPORTANT**

- (a) Before posting the proxy form, please tear off this part and retain it. A person attending the Annual General Meeting of the Company by his/her proxy should produce this card to secure admission to the meeting.
- (b) Write your name in Block Letters on the proxy form where marked (\*) and the name of your proxy where marked (\*\*) and ensure the proxy form is dated and signed.
- (c) Write your name in Block Letters on the proxy form where marked (\*), and the name of your proxy where marked (\*\*) and ensure the proxy form is dated and signed.
- (d) It is a requirement of the Stamp Duties Act, Cap 411, Laws of the Federation of Nigeria, 2004 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of the shareholders must bear a stamp duty.
- (e) The proxy form when completed must be deposited at the office of the Registrars, Greenwich Registrars & Data Solutions Limited, 274, Murtala Muhammed Way, Yaba, Lagos not less than 48 hours before the time fixed for the meeting.
- (f) If proxy form is executed by a company, it should be sealed under its common seal or under the hand and seal of its Attorney.

SIGNATURE OF PERSON ATTENDING

DATE SIGNED

D	D	/	M	M	/	Y	Y	Y	Y
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