

PROXY FORM

The Thirtieth (30th) Annual General Meeting of the members of **ARADEL HOLDINGS PLC** will hold on **Wednesday, 28th day of May 2025 at 10.00 a.m.**, at The Jewel Aida Event Centre, 105, Hakeem Dickson Link Road, Lekki Phase I, Lagos to transact the following businesses:

S/N	Business	Resolution	For	Against	Abstain
	Ordinary Business	Ordinary Resolution		Vote	
1	To lay before the members the Audited Financial Statements for the year ended 31 st December 2024 for approval and the Report of the Directors, Auditors and Audit Committee.	No Resolution/Voting Required			
2	To declare a final dividend.	<i>That the final dividend of N22.00 (Twenty-Two Naira) per share be and is hereby approved.</i>			
3	To elect/re-elect Directors.	<i>That the underlisted Directors retiring by rotation be and are hereby elected:</i> <i>(i) Mr. Afolabi Oladele</i> <i>(ii) Mr. Gbenga Adetoro</i> <i>(iii) Ms. Patricia Simon-Hart</i>			
4	To ratify the appointment of a Director.	<i>That the appointment of Ms. Kerin Jayne Gunter be and is hereby ratified.</i>			
5	To re-appoint External Auditors.	<i>That the audit firm of Deloitte & Touche be and is hereby appointed as the Company's External Auditors for the financial ending 31st December 2025.</i>			
6	To authorize the Directors to fix the remuneration of the Auditors.	<i>That the Directors be and are hereby authorized to fix the remuneration of the Auditors for the financial year ending 31st December 2025</i>			
7	To approve the Non-Executive Directors Remuneration.	<i>That the reviewed Board Chairman's Annual Fee from US\$55,000 Per Annum to US\$68,750 Per Annum and the Sitting Allowance from US\$2,100/meeting to US\$2,625/meeting be and is hereby approved.</i> <i>That the reviewed Non-Executive Directors' Annual Fee from US\$32,400 Per Annum to US\$40,500 Per Annum and the Sitting Allowance from US\$1,100/meeting to US\$1,375/meeting be and is hereby approved.</i>			
8	To elect/re-elect members of the Audit Committee.	<i>To elect/re-elect three persons out of the underlisted persons and other persons to be nominated 21 days before the AGM, to represent the Shareholders in the Statutory Audit Committee of the Company. To give equal opportunity to all nominees, voting at the AGM shall be conducted through electronic devices by all the shareholders present:</i> <i>(i) Mr. Olufemi Akinsanya</i> <i>(ii) Chief Gbola Akinola, SAN</i> <i>(iii) Mr. Eddie Efekoha</i> <i>(iv) Mr. Erinfolami Gafar</i> <i>(v) Mr. Olatunji Bamidele</i> <i>(vi) Mr. Olagoke Olusegun</i> <i>(vii) Mr. Ajani Musa Adewale</i> <i>(viii) Mr. Adesina Olalekan Oladepo</i> <i>(ix) Mr. Ijayekunle Moses Idowu</i> <i>(x) Salau Mohammed Adebajo</i>			
	Special Business	Special Resolution			
10	Expansion of the Board of Directors of the Company.	To consider and, if thought fit, pass as special resolutions to amend the Articles of Association of the Company to state: <i>(i) "That the Board of the Company shall consist of no more than 11 (eleven) Directors at any given time".</i>			
11	Amendment of the Company's Articles of Association.	To consider and, if thought fit, pass as ordinary resolutions to amend the Articles of Association of the Company in alignment with Appendix VII of the NGX Rule Book 2015:			

		(i) That fully paid shares shall be free from all liens, except as otherwise prescribed by the operation of law.			
		(ii) That the borrowing powers of Directors are limited so that the aggregate amount at any time owing in respect of moneys borrowed by the Company and its subsidiary companies (exclusive of inter-company borrowings) shall not exceed a reasonable amount except with the consent of the Company in general meeting.			
		(iii) That a Director shall not vote on any contract, arrangement or proposal in which he is interested and if he does vote, the vote shall not be counted.			
		(iv) That the structure of the share capital of the Company be stated and where the capital consists of more than one (1) class of security, it must also be stated how the various classes shall rank for any distribution by way of dividend or otherwise.			
		(v) That where power is reserved to give notice by advertisement, such advertisement shall be inserted in at least two (2) leading national daily newspapers.			
		(vi) That where it is provided that notices shall be given only to those members whose registered addresses are within Nigeria, any member whose registered address is not within Nigeria, may name an address within Nigeria which for the purposes of notice, shall be considered as the registered address.			

I/We

Being members of Aradel Holdings Plc, hereby appoint:

S/N	NAME	PARTICULARS	Select Only 1 Person Here
1.	Mr. Oladipupo Jadesimi	Chairman of the Board	
2.	Mr. Adegbite Falade	Managing Director/ Chief Executive Officer	
3.	Ms. Titilola Omisore	Company Secretary & General Counsel	
4.	Mr. Femi Akinsanya	Chairman, Statutory Audit Committee	

Other _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 28th May 2025, at 10.00 a.m. and any adjournment thereof.

SHAREHOLDER'S SIGNATURE

Dated this _____ day of _____ 2025

IMPORTANT

- Before posting the above proxy, please tear this part off and retain it. A person attending the Annual General Meeting of the Company, or his proxy should produce this card to secure admission to the meeting. Please note that there shall be physical attendance of members at the Company's 2024 Annual General Meeting. A member of the Company is entitled to attend and vote at the Annual General Meeting of the Company. He is also entitled to appoint a proxy to attend and vote instead of him, and in this case, the above card may be used to appoint a proxy. Voting will be conducted only through the use of proxy forms returned as and when due and through members who would be physically present.

2. All questions by members of the Company should be in writing and should be directed to the Company Secretary and submitted at the registered address of the Company not later than one week before the Annual General Meeting. Questions may also be forwarded via email to 30thagmquestions@aradel.com.
3. The names of two (2) directors, the Company Secretary and the Chairman of Statutory Audit Committee have been entered on the proxy form to ensure that someone will be at the meeting to act as your proxy. Please indicate the symbol (✓) on the name of your preferred proxy whom you have picked.
4. The above proxy form, when completed, must be deposited at the registered address of the Company being 15, Babatunde Jose Road, Victoria Island, Lagos, not less than 48 hours before the fixed time for the meeting. This form must be submitted latest by **10.00a.m** on the **26th May 2025**. Alternatively, executed proxy forms may be deposited with the Registrars, Coronation Registrars Limited, 9 Amodu Ojikutu Street, Victoria Island, Lagos or sent via email to 30thagmproxy@aradel.com and eforms@coronationregistrars.com, not later than 48 hours before the time of holding the meeting.
5. It is a requirement of the law under the Stamp Duties Act, Cap 58, 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 shareholders must bear a stamp duty. However, the Company shall bear the cost of all stamp duty.
6. If a proxy form is executed by a Company, it should be sealed under its common seal or under the hand of an attorney.

Signature of person attending

Admission Card

Annual General Meeting to be held on Wednesday, the 28th day of May 2025 at 10.00 a.m., at The Jewel Aeida Event Centre, 105, Hakeem Dickson Link Road, Lekki Phase I, Lagos.

I/We . _____ own _____ units of shares.

2024 Annual Report & Accounts

Notes

Ms Kerin Jayne Gunter

Ms. Kerin Jayne Gunter is an accomplished director and commercial lawyer with over 14 years of experience in multinational leadership, corporate governance, and strategic business growth. She holds an LLB degree from the University of South Africa, with specializations in commercial and corporate law, international trade, and banking law.

Ms. Gunter has in-depth knowledge of corporate governance and international regulatory compliance, corporate structuring and mergers and acquisitions, and has successfully guided boards and organizations across industries, including the oil and gas sector, ensuring compliance with international standards, and driving strategic initiatives that enhance operational efficiency and long-term value creation.