

PROXY FORM

Court-Ordered Meeting to be held at 1, Golden Penny Place, Wharf Road, Apapa, Lagos State, Nigeria on May 15, 2024 at 10:00am or soon thereafter

I/We, Account No:....., Shareholder's Name:..... being a shareholder/shareholders of **Flour Mills of Nigeria Plc.** ("Flour Mills" or the "Company"), hereby appoint** or failing him as my/our proxy to act and vote for me/us and on my/our behalf at the Court-Ordered Meeting of holders of the Ordinary shares of the Group to be held on 15th May 2024, or at any adjournment thereof.

Dated this.....day of2024;

Shareholder's Signature.....;

Proxy's Signature.....

(companies must execute under Common Seal)

SPECIAL RESOLUTIONS

"That:

1. *The Scheme as contained in the Scheme Document dated March 22, 2024, a printed copy of which has been submitted to the meeting and for the purposes of identification endorsed by the Chairman, with, or subject to such modification, addition or condition agreed at this meeting and/or approved or imposed by the Court, be and is hereby approved;*
2. *The Directors be and are hereby authorised to consent to any modifications of the Scheme that the Federal High Court or any regulatory authority may deem fit to impose and approve;*
3. *Subject to the sanction of the Court, the assets and liabilities of Bagco Division set out in Annexure I to the Scheme including but not limited to licenses, contracts, intellectual property rights, and litigations will be carved out from the books of Flour Mills and transferred to its wholly owned subsidiary, Bagco Industrial Solutions Limited for business operations.*
4. *Upon the scheme becoming effective, all employees of the packaging division of Flour Mills, Bagco Division will become employees of Bagco Industrial Solutions Limited, pursuant to the terms of the Scheme and the Court order;*
5. *Upon the scheme becoming effective, Bagco Division will cease to be a division of Flour Mills and the business will be operated by Bagco Industrial Solutions Limited, pursuant to the terms of the Scheme and the Court order; and*
6. *The Board of Directors of Flour Mills of Nigeria Plc be and is hereby authorised to take all actions that may become necessary to effect the Scheme of Arrangement."*

NOTES:

1. A member (shareholder) who is unable to attend the Court-Ordered Meeting is allowed by law to vote by proxy and this proxy form has been prepared to enable you to exercise your right to vote in case you cannot attend the meeting in person virtually.
2. Voting at the meeting will be by poll which means that each shareholder has one vote for each of the shares he/she/it holds in the Company.
3. Please sign and post the proxy form so as to reach "The Registrar – Atlas Registrars Limited, 4th Floor, 34 Eric Moore Rd, Iganmu, Lagos" not less than 48 hours before the time appointed for the meeting and ensure that the proxy form is dated, signed and stamped by the Commissioner for Stamp Duties. If executed by a corporate body, the proxy form should be sealed with the Common Seal.
4. The member (shareholder) or his/her duly appointed proxy must detach and produce the Admission Card to obtain entrance to the meeting.
5. The completion and despatch of the proxy form does not prevent the attendance of the member should he/she become free to attend in person virtually. Where a shareholder who has appointed a proxy attends the meeting virtually and he/she elects to vote through any of the channels provided by the Company and not through the appointed proxy, such shareholder must communicate in writing to Atlas Registrars prior to the commencement of the meeting. However, in such arrangement, your proxy will not be entitled to vote.
6. The details in the Scheme of Arrangement provide information on the material features of the proposed Scheme and the general effect thereof upon the rights of existing Shareholders of Flour Mills of Nigeria Plc whilst also providing information essential to a shareholder's appraisal of the action to be taken with regards to the Scheme.

Please indicate how you wish your votes to be cast on the resolutions set out above by indicating 'x' in the appropriate space. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

For	Against

Before posting the above form, please tear off this section and retain it to facilitate your admission or that of your proxy to the Meeting

Flour Mills of Nigeria Plc

COURT-ORDERED MEETING ADMISSION CARD

Please admit the shareholder named on this card or duly appointed proxy to the court-ordered meeting to be held virtually and hosted from 1, Golden Penny Place, Wharf Road, Apapa, Lagos State, Nigeria, on May 15th 2024, at 10:00 am or soon thereafter.

Account No.....

Shareholder's Name.....

No. of Shares

Proxy

☐

Shareholder

☐

Please tick "✓" in the appropriate box above before presenting this card for admission to the meeting

Signature of Persons attending**.....

NOTE: ** You are required to sign this card at the entrance in the presence of the Registrars on the day of the Court-Ordered Meeting.