

**Admission card**  
**For the 8th Annual General Meeting**  
**of Seplat Petroleum Development Company Plc**  
 (Registered with the Corporate Affairs Commission  
 of Nigeria under number RC 824838)



The 8th Annual General Meeting of Seplat Petroleum Development Company Plc, holding on Thursday, 20 May, 2021, at 16a Temple Road (Olu Holloway), Ikoyi, Lagos, Nigeria at 11:00am.

<b>Name of Shareholder</b> (in BLOCK CAPITALS)	
<b>Shareholder's</b> (Account or Share certificate) Number	
<b>Number of Shares Held</b>	

Annual Report and Accounts available on the Company's website: [www.seplatpetroleum.com](http://www.seplatpetroleum.com)

**Proxy form**  
**For the 8th Annual General Meeting of Seplat Petroleum Development Company Plc**  
 (Registered with the Corporate Affairs Commission of Nigeria under number RC 824838)

I/We ..... of....., being member(s) of the above named Company, hereby appoint .....

..... (a) Dr. A. B. C. Orjiako; (b) Mr. Roger Brown; (c) Sir Sunny Nwosu; (d) Dr. Faruk Umar; (e) Mr. Amatare Oki; (f) Mrs. Ngozi Osuzoka; (g) Mr. Boniface Okezie; (h) Mr. Matthew Akinlade; (i) Mr. Samuel Esan Ogunleye; (j) Dr. ANthony Omoniyi Omojola; (k) Mrs. Adebisi Oluwayemisi Bakare; and (l) Alhaja Ayodele Sarat Kudaisi as my/our proxy to attend and vote on my/our behalf at the 8th Annual General Meeting of Seplat Petroleum Development Company Plc, to be held on Thursday, 20 May, 2021 at 16a Temple Road (Olu Holloway), Ikoyi, Lagos, Nigeria at 11.00am and at any adjournment of that meeting.

I/We..... desire ..... my/our proxy to vote on the resolutions proposed to be submitted as follows:

**Resolutions (ordinary 1-7; Special 8-12)**

	For	Against	Abstain
1. To receive the Annual Accounts, Directors' Report, Auditors' Report for the year ended 31 December 2020 and the Audit Committee Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend recommended by the Board of Directors of the Company in respect of the financial year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To appoint PriceWaterhouseCoopers ("PWC") as Auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which the Company's Annual Accounts are laid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Board of Directors of the Company to determine the Auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect/re-elect the following Directors:			
a. To approve the appointment of the following Directors:			
i. Mr. Emeka Onwuka, as an Executive Director the Company;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ii Ms. Arunma Oteh, OON as an Independent Non-Executive Director <sup>1</sup> of the Company; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
iii Mr. Xavier R. Rolet, KBE as an Independent Non-Executive Director <sup>2</sup> of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. To re-elect the following Directors who are eligible for retirement by rotation:			
i Lord Mark Malloch-Brown (Independent Non-Executive Director <sup>3</sup> ); and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ii Mr. Damian Dodo, SAN (Independent Non-Executive Director <sup>4</sup> ).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To disclose the Remuneration of Managers of the Company <sup>5</sup> .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect the Shareholder Representatives of the Statutory Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Resolutions (ordinary 1-7; Special 8-12)**

To consider and, if thought fit, to transact the following Special Business, which will be proposed and passed as Special Resolutions:

- |   | For                      | Against                  | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|
| 8. To approve the Remuneration Section of the Directors' Remuneration Report set out in the Annual Report and Accounts for the year ended 31 December 2020 (including the forward-looking Remuneration Policy) <sup>6</sup> .   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. THAT in view of the Company's strategy of transitioning into an energy Company promoting renewable energy, sustainability, and new energy, that the name of the Company be changed from SEPLAT Petroleum Development Company Plc to "SEPLAT Energy Plc." and the Memorandum and Articles of the Company be amended to reflect the change of name.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. THAT in view of the newly enacted Companies and Allied Matters Act ("CAMA") 2020 and in accordance with section 53 of CAMA, that the Company's Memorandum and Articles of Association ("Memart") be amended by aligning all references to the sections of the Companies and Allied Matters Act, 2004 with the corresponding sections in CAMA 2020 and the successive Articles be renumbered serially.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. THAT a new Article 26 be and is hereby included to read as follows:<br>(26.1) "Subject to the provisions of the Act, the Company shall be entitled to purchase its own shares, including redeemable shares, provided that: (a) the shareholders shall, by special resolution, approve the acquisition by the Company of the shares that it intends to purchase; (b) only fully paid up shares of the Company may be purchased by the Company, and the terms of purchase shall provide for payment for the purchase; and (c) within seven (7) days after the passing of the special resolution referred to above, the Company shall publish in two (2) national newspapers, a notice of the proposed purchase by the Company of its own shares.<br>(26.2) Where the Company buys back its shares, payment for the share buyback shall be made from the distributable profits of the Company.<br>(26.3) The Company may buy back its shares: (a) from the existing shareholders or security holders on a proportionate basis; (b) from the existing shareholders in a manner permitted pursuant to a scheme of arrangement sanctioned by the court; from the open market; and (c) by purchasing the securities issued to employees of the Company pursuant to a scheme of stock option or any other similar scheme. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. THAT the Company Secretary be and is hereby authorised to take all necessary steps to give effect to the above resolutions.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

In the absence of instructions, the proxy may vote or abstain from voting as he thinks fit on any matter which may properly come before the meeting. This proxy form shall be void if I/We personally attend the said meeting.

**Name of shareholder**

**Signature of shareholder**

**Date**

**IMPORTANT**

1. In view of the current COVID-19 pandemic and in accordance with the new Nigeria Corporate Affairs Commission's Guidelines on Holding of Annual General Meetings (AGM) of Public Companies taking advantage of Section 254 of the Companies and Allied Matters Act (CAMA) 2020 using Proxies, all members are hereby advised that attendance for the meeting shall be by proxy ONLY. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her/its place. A proxy need not be a member of the Company. Consequently, members are required to appoint a proxy of their choice from the list of the following proposed proxies to represent them at the meeting: (a) Dr. A. B. C. Orjiako; (b) Mr. Roger Brown; (c) Sir Sunny Nwosu; (d) Dr. Faruk Umar; (e) Mr. Amatare Oki; (f) Mrs. Ngozi Osuzoka; (g) Mr. Boniface Okezie; (h) Mr. Matthew Akinlade; (i) Mr. Samuel Esan Ogunleye; (j) Dr. ANthony Omoniye Omojola; (k) Mrs. Adebisi Oluwayemisi Bakare; and (l) Alhaja Ayodele Sarat Kudaisi.
2. For the appointment of a proxy to be valid for the purposes of the meeting and in accordance with the provisions of the Stamp Duties Act 2004, the Company has made arrangements at its cost for the stamping of the duly completed proxy forms which must be deposited at the office of the Registrar, DataMax Registrars Limited, 2C Gbagada Express Way, by Beko Ransom Kuti Park, Gbagada, Lagos or at the head office of the Company, marked for the attention of the "Company Secretary" or by email to proxy@seplatpetroleum.com, not less than 48 hours before the time fixed for the meeting.
3. For convenience purposes, proxy forms are available at the Company's website www.seplatpetroleum.com and at the company's head office.
4. If the Proxy Form is executed by a Company, it should be sealed under its common seal or under the hand seal of its attorney.

**Signature of person attending**