

**SCHEME OF ARRANGEMENT FOR THE REORGANISATION OF CAPITAL BETWEEN UNION BANK OF NIGERIA PLC AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES OF ₦7.00 NAIRA EACH**

**COURT-ORDERED MEETING** of Union Bank of Nigeria Plc to be held at Shell Hall, MUSON Centre, Onikan, Lagos on the 13th of June, 2023 at 11:00 a.m.

I/We ..... of ..... being a member/members of Union Bank of Nigeria Plc hereby appoint ..... or failing him, the Chairman of the Meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Court-Ordered Meeting of the Company to be held on Tuesday June 13, 2023 or at any adjournment thereof.

Dated this ..... day of ..... 2023

Shareholder's Signature .....

(A Corporation must execute and affix a Common Seal)

**SPECIAL RESOLUTION**

That:

1. The Scheme of Arrangement dated the 10th day of May, 2023 be and is hereby approved and that the Directors be and are hereby authorized to consent to any modification of the Scheme of Arrangement that the Federal High Court shall deem fit to impose or approve.
2. For the purpose of giving effect to the Scheme with or subject to such modification, addition and condition agreed between the Bank and Holders of its Ordinary Shares and/or approved or imposed by the Court:
  - (i) The Scheme Shares (as defined in the Scheme Document) be transferred to Titan Trust Bank limited.
  - (ii) The holders of the Scheme Shares be paid a Scheme Consideration (as defined in the Scheme Document) by Titan Trust Bank limited for the transfer of the said Scheme Shares.
3. As consideration for the exchange of the Scheme Shares, each Holder of the Scheme Shares shall receive ₦7.00 per share.
4. The Nigerian Exchange Limited ("NGX") and Central Securities Clearing System Plc ("CSCS") shall be notified and requested to terminate trading in the shares with effect from the Eligibility Date and no trading or transfer of the Bank's shares shall be registered after that date.
5. Conditional upon the Scheme becoming effective, the Bank's shares shall be de-listed from NGX on the Eligibility Date and following that date, all the share certificates representing the interests of the Scheme Shareholders (as defined in the Scheme Document) shall be deemed to be dematerialised and in the case of dematerialised shares, all the shares of the Bank that were lodged with the CSCS shall be transferred to Titan Trust.
6. The Board of Directors of Union Bank of Nigeria Plc be and are hereby authorised to take all necessary steps and to consent to any modification of the Scheme of Arrangement that the Court shall deem fit to impose or approve.

Please indicate how you wish your vote to be cast at the Court-Ordered Meeting by indicating 'x' as appropriate

FOR	AGAINST

- a. A member (shareholder) entitled to attend and vote at the general meeting is entitled to appoint a proxy in his stead
- b. In the case of joint shareholders, any of such may complete the form, but the names of all joint shareholders must be stated.
- c. If the shareholder is a corporation, this form must be under the common seal or under the hand of some office or attorney duly authorised on their behalf.
- d. Provisions have been made on this form for the chairman of the meeting to act as your proxy, but if you wish, you may insert in the blank spaces on the form (marked\*) the name of any person whether a member of the Bank or not who will attend the meeting and vote on your behalf instead of the chairman of the meeting.
- e. All instruments of proxy must be duly stamped by the Commissioner for Stamp Duties and deposited at the office of the Registrar not later than 24 (twenty-four) hours before the date of the meeting.
- f. The proxy must produce the Admission Form sent with the notice of the meeting to obtain entrance to the meeting.



Please, before posting the above form, please tear off this part and retain it for admission to the meeting

**ADMISSION FORM**

Please admit the shareholder named on this Admission Form or his duly appointed proxy to the Court-Ordered Meeting to be held at the Shell Hall, MUSON Centre, Onikan, Lagos on Tuesday June 13, 2023 at 11:00am

<b>Name of Shareholder</b>	
<b>No of Shares</b>	

Signature of Person Attending \*\* \_\_\_\_\_

**\*\* You are required to sign this card at the venue of the COM, in the presence of the Registrars**