

## PROXY FORM

**TWENTIETH (20<sup>TH</sup>) ANNUAL GENERAL MEETING TO BE HELD AT Jewel Aeida, No. 105, Hakeem Dickson Link Road, Lekki Phase I, off Lekki-Epe Expressway, Lagos ON THE 15<sup>TH</sup> OF APRIL, 2026, AT 10:00 AM PROMPT.**

I/WE\*.....of .....being Shareholder(s) of Dangote Sugar Refinery PLC hereby appoint ..... or failing him/her, the Chairman of the Meeting as my/our Proxy to act and vote for me/us on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the Company to be held on the 15<sup>th</sup> of April, 2026 and at any adjournment thereof.

DATED THIS .....DAY OF ..... 2026

**SHAREHOLDER'S SIGNATURE .....**

	NO.	ORDINARY BUSINESS	FOR	AGAINST
I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside	1.	To lay before the Meeting the Financial Statements for the year ended December 31, 2025, the Reports of the Directors, Auditors and the Audit Committee thereon.		
	2.	To elect the following Director: a. Mr. Thabo Mabe b. Mr. Mulhim Eltaeb  To Re-elect the following retiring Directors c. Mrs. Yabawa Lawan Wabi d. Ms. Bennedikter Molokwu e. Mr. Olakunle Alake		
	3.	To authorize the Directors to fix the Remuneration of the Auditors.		
	4.	To disclose the remuneration of Managers.	-	-
	5.	To elect/re-elect members of the Audit Committee		
	NO.	SPECIAL BUSINESS	FOR	AGAINST
	6.	To fix the remuneration of Directors		
	7.	To Approve Capital Raising by way of Rights Issue:		
	7.1	"That subject to obtaining the approval of the relevant regulatory authorities, the Directors of the Company be and are hereby authorized to raise capital of up to ₦500 billion ( <b>Five Hundred Billion Naira</b> ) by way of Rights Issue, through the issuance of ordinary shares, on such terms and conditions and at such time, as the Directors may deem fit or determine;		
	7.2	That the Rights issue referred to in resolution (7.1) above may be underwritten on such terms as may be determined by the Directors, subject to obtaining the approvals of relevant regulatory authorities;		
	7.3	That any shares not taken up by existing shareholders within the period stipulated under the Rights Issue may be offered to shareholders of the Company that have indicated interest in purchasing additional shares not taken up by the shareholders entitled to do so in the Rights Issue, on such terms and conditions as may be determined by the Directors, subject to complying with relevant regulatory requirements;		
	7.4	The Company's share capital be increased by the exact number of shares which will be required to accommodate the new ordinary shares to be issued to shareholders upon the determination of the terms of the Rights Issue by the Directors in accordance with resolutions (7.1) above;		
	7.5	Further to the above approvals, the Directors be, and are hereby, authorized to (a) pass the relevant resolutions increasing the Company's share capital by the specific number of new ordinary shares required for the Rights Issue, (b) allot such said number of new ordinary shares upon completion of the Rights Issue including dealing with fractional shares in accordance with applicable law, (c) where necessary, cancel any unallotted shares upon completion of the Rights Issue; and		
	7.6	To consider and if thought fit, pass the following as special resolutions of the Company :  "That the Directors be and are hereby authorised to apply any outstanding amounts advanced to the Company by existing shareholders, whether recorded as shareholder loans or other funding arrangements, as may be agreed between the Company and such shareholders, towards payment for any shares subscribed for by such shareholders under the Rights Issue."		
	7.7	To consider and if thought fit, pass the following as special resolutions of the Company:  After the increase of the Company's share capital and allotment of the new ordinary shares in accordance with the resolutions above, the Memorandum and Articles of Association of the Company be amended as necessary to reflect the Company's new issued share capital."		

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

This Proxy Form should **NOT** be completed and sent to the Registrar's office if the member will be attending the meeting.

**NOTES**

- Please sign this Proxy Form and deposit it at the office of the Company's Registrars Veritas Registrars Limited, Plot 89A, Ajose Adeogun Street, Victoria Island, Lagos or send to the Registrars by email to enquiry@veritasregistrars.com not later than 48 hours before the time appointed for the Meeting.
- If the Shareholder is a Corporation, this form must be executed under its Common Seal or under the hand of some Officers or an Attorney duly authorized.
- The Proxy must produce the Admission Card sent with the Notice of the Meeting to gain entrance to the meeting.
- By virtue of the Stamp Duties Act, Cap S8, Laws of the Federation of Nigeria, 2004, any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of Shareholders must be stamped by the Commissioner for Stamp Duties.

**Before posting this form, please tear off this part and retain it for admission to the Meeting.**

**ADMISSION CARD**

I, Mr./Mrs./Miss \_\_\_\_\_

\*Please complete in BLOCK LETTERS

ACCOUNT NO.:
SHAREHOLDER'S NAME:
No. OF SHARES:

Please admit..... to the 20<sup>TH</sup> Annual General Meeting of Dangote Sugar Refinery PLC, to be held at Jewel Aeida, No. 105, Hakeem Dickson Link Road, Lekki Phase I, off Lekki-Epe Expressway, Lagos on the 15<sup>th</sup> of April 2026 at 10:00am prompt.

Signature of Person Attending: .....

Proxy ( ) Shareholder ( ) [Please tick appropriate box]

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRAR.

The Shareholder or his /her/its proxy is required to produce this Admission Card in order to obtain entrance to the Annual General Meeting.

Please be advised that to enable a Proxy gain entrance to the Meeting, the Proxy Form should be duly completed and delivered to the office of the Registrars, **VERITAS REGISTRARS not later than 48 hours before the time fixed for the meeting.**