

PROXY FORM



First HoldCo Plc (RC 916455)

ANNUAL GENERAL MEETING TO BE held virtually via <https://first-holdco.com/agm-2026-live/> on Friday, 29 May, 2026, at 10a.m.

I/We

(Name of Shareholder in block letters)

The undersigned, being a member of the above-named Company hereby appoint or failing him/her, the Chairman of the meeting as our Proxy to vote for us and on our behalf at the Annual General Meeting of the Company to be held virtually on 29 May 2026 and at any adjournment thereof.

Unless otherwise instructed, the Proxy will vote or abstain from voting as he/she thinks fit.



Resolutions	For	Against
1. To receive the Company's Audited Financial Statements for the financial year ended 31 December 2025, together with the reports of the Directors, Auditor, Board Evaluation Consultants and Audit Committee thereon.		
2. To re-elect the following Directors: a. Peter Olufemi Otedola, CON, as a Non-Executive Director. b. Dr Abiodun Fatade as a Non-Executive Director.		
3. To authorise the Directors to fix the remuneration of the Auditor.		
4. To disclose the remuneration of Managers of the Company.		
5. To elect members of the Statutory Audit Committee.		
6. To consider and if thought fit, pass the following as special resolutions: a. That the Company be and is hereby authorised to undertake a capital raise of up to ₦253,099,328,580.50 (Two hundred and fifty-three billion, ninety-nine million, three hundred and twenty-eight thousand, five hundred and eighty naira and fifty kobo) to achieve ₦1 trillion paid up capital comprising share capital and share premium. The capital raise transaction shall be implemented by one or more transactions, through the issuance of shares, by way of a public offering, private placement, rights issue, bonus issues, scrip dividend, or other equity instruments in the Nigerian or international capital markets, at price(s) to be determined by way of a book building process or any other valuation method or combination of methods, in such tranches, series or proportions and at such periods or dates, coupon or interest rates, within such maturity periods and upon such other terms and conditions as may be determined by the Board of Directors (the "Directors"), subject to obtaining the approvals of the relevant regulatory authorities.		
b. That the capital raise referred to in resolution (a) above may be underwritten on such terms as may be determined by the Directors, subject to obtaining the approvals of the relevant regulatory authorities.		
c. That the share capital of the Company be increased by such number of ordinary shares which may be required upon determination of the terms of the capital raise and the Directors be and are hereby authorised to pass all necessary resolutions to effect such increase and as well as to allot the new ordinary shares required in connection with the capital raise.		

Resolutions	For	Against
d. That the Directors and the Group Company Secretary be and are hereby authorised to take requisite steps to reflect the changes in the share capital structure of the Company at the Corporate Affairs Commission, including but not limited to effecting the necessary amendment to the Company's memorandum of association and articles of association to reflect the updated Company share capital pursuant to the foregoing resolutions.		
e. That the Directors be and are hereby authorized to undertake all necessary actions to secure the listing and admission to trading of securities issued pursuant to the foregoing resolution on the Official List of the Nigerian Exchange Limited, and/or on any other securities exchange(s) or market(s).		
f. That the Directors be and are hereby authorised to appoint such professional parties and advisers and to perform all such other acts and do all such other things as may be necessary, to give effect to the above resolutions, including without limitation, executing necessary documents in connection with the capital raise, determining the final structure of the capital raise, interfacing and complying with the directives of any relevant regulatory authority.		

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

Dated this _____ day of _____ 2026

Signature _____

NOTES:

- This form of proxy, together with the Power of Attorney or other authority, if any, under which it is signed or a notarial certified copy thereof, must reach the office of FirstHoldCo's Registrars, Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Yaba, Lagos, not later than 48 hours before the time for holding the meeting.
- Where the appointer is a corporation, this form may be under seal or under the hand of any officer or attorney duly authorised.
- In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be shown.
- It is a legal requirement that all instruments of proxy must bear appropriate stamp duty from the Stamp Duties Office.
- All instruments of proxy shall be stamped at the Company's expense.