

I/We _____ being a member/ members of VFD GROUP 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 5TH Annual General Meeting of the Company to be held on Monday, May 31, 2021, at Radisson Blu Anchorage Hotel, 1a Ozumba Mbadiwe Avenue Victoria Island Lagos, at 11.00a.m. and at any adjournment thereof.

A member (Shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by proxy. The above proxy form has been prepared to enable you exercise your right to vote, in case you cannot personally attend the meeting.

Please sign this proxy form and forward it, so as to reach the registered office of the Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via email at cfc@africaprudential.com not later than 48 hours before the time fixed for the meeting. If executed by a Corporation, the proxy form must be under its common seal or under the hand of a duly authorized officer or attorney.

It is a requirement of the law under the Stamp Duties Act, Cap S8, Laws of the Federation of Nigeria, 2004, that 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. However, in compliance with the CAC Guidelines for conduct of AGM by Proxy, the Company has made arrangement at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars.

The Proxy must produce the Admission Card below to gain entrance into the Meeting.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
1. To lay before the company in general meeting the Audited Financial Statements for the year ended December 31, 2020, together with the Reports of the Directors, Auditors and Audit Committee thereon			
2. To declare a dividend of N8.51kobo per share ordinary shares of 50 Kobo each.			
3.1 To re-elect a retiring Director, Mrs. Ngozi Aghanya			
3.2 To re-elect a retiring Director, Mr. Ayodele Onawunmi			
3.3 To re-elect a retiring Director, Mr. Mobolaji Adewumi			
3.4 To re-elect a retiring Director, Mr. Chuks Ozigbo			
4. To authorize the Directors to fix the remuneration of the Auditors for the 2021 financial year.			
5. To elect/ re-elect members of the Audit Committee			
6. To disclose the remuneration of Managers			
SPECIAL BUSINESS			
7. That the remuneration of the Non-executive Directors be and is hereby fixed at N25,180,000.00 (Twenty-five Million One Hundred and Eighty Thousand Naira) Only for the year ending December 31, 2021, such payments to be effective from January 1, 2021			
<i>Please indicate with an "X" in the appropriate square 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.</i>			

VFD GROUP PLC
5TH Annual General Meeting

A D M I S S I O N C A R D

Please admit the Shareholder named on this Card or his duly appointed proxy to the Annual General Meeting of the Company to be held on Monday, **May 31, 2021, at Radisson Blu Anchorage Hotel, 1a Ozumba Mbadiwe Avenue Victoria Island Lagos, at 11.00 a.m.**

This admission card must be produced by the Shareholder in order to gain entrance into the Annual General Meeting.

Name of Shareholder

Address of Shareholder

Number of Shares Held

Signature