

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY/INSTRUCTION ARE IMPORTANT AND REQUIRE YOUR **IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised for the purposes of the Financial Services and Markets Act 2000 (as amended) who specialises in advising on the acquisition of shares and other securities if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred, or you sell or otherwise transfer, all of your registered holding of Ordinary Shares in LEKOIL Limited (the "Company"), please immediately forward this document, together with the accompanying Form of Proxy/Instruction, to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was or is effected for onward delivery to the purchaser or transferee. If you have sold or otherwise transferred, or you sell or otherwise transfer, only part of your registered holding of Shares, please immediately contact your stockbroker, bank or other agent through or by whom the sale or transfer was effected.

### **LEKOIL LIMITED**

(Incorporated and registered in the Cayman Islands with company number WK - 248859)

# Circular to Shareholders and **Notice of Requisitioned Extraordinary General Meeting**

to be held on 8 January 2021

Notice convening a Requisitioned Extraordinary General Meeting of the Company, to be held at 10.00 a.m. (GMT) on 8 January 2021, at Churchgate Tower 1, 9th Floor, PC 30, Churchgate Street, Victoria Island, Lagos, Nigeria, is set out at the end of this document.

The action to be taken by Shareholders in respect of the Requisitioned Extraordinary General Meeting is set out on page 3 of this document. In light of the impact of the COVID-19 pandemic, Shareholders will not be given the opportunity to attend the Requisitioned Extraordinary General Meeting in person. Shareholders will have the right to vote on the resolutions to be considered at the Requisitioned Extraordinary General Meeting, provided that they appoint the Chairman of the meeting as their proxy.

As such, you are urged to complete the accompanying Form of Proxy/Form of Instruction and return it in accordance with the instructions printed thereon as soon as possible. To be valid, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon so at to be received by post or, during normal business hours only, by hand, by no later than 10.00 a.m. (GMT) on 6 January 2021 (or, in the case of an adjournment of the Requisitioned Extraordinary General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). To be valid, the Form of Instruction must be completed, signed and returned in accordance with the instructions printed thereon so as to be received by the Depositary, Computershare Investor Services PLC as soon as possible but in any event not later than 10.00 a.m. (GMT) on 5 January 2021. This deadline also applies to Depositary Interest holders who choose to utilise the CREST voting service.

Shareholders will have the right to participate in the Requisitioned Extraordinary General Meeting via a conference call and to ask questions during the meeting. Details of these arrangements will be announced via a Regulatory News Service ahead of the date of the Requisitioned Extraordinary General Meeting. In addition Shareholders may contact the Company prior to the date of the Requisitioned Extraordinary General Meeting if they have any questions on the matters to be proposed by emailing investorrelations@lekoil.com (and such communications will be made available to each of the Directors).

Your attention is drawn to the letter from the Chairman set out in this document and recommendations contained therein. The Board encourages all Shareholders to vote by proxy on the resolutions to be proposed at the Requisitioned **Extraordinary General Meeting.** 

A copy of this document will also be available from the Company's website: www.lekoil.com. Shareholders are encouraged to refer to the Company's website to review this document and any other communications from the Company in connection with the matters described in this document.

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## **Expected timetable of principal events**

Date of this document	11 December 2020
Latest time and date for receipt of completed Forms of Instruction	10.00 a.m. on 5 January 2021
Latest time and date for Shareholders submitting a Form of Instruction to be on the register to be entitled to vote	6.00 p.m. on 5 January 2021
Latest time and date for receipt of completed Forms of Proxy	10.00 a.m. on 6 January 2021
Latest time and date for Shareholders submitting a Form of Proxy to be on the register to be entitled to vote	6.00 p.m. on 6 January 2021
Requisitioned Extraordinary General Meeting	10.00 a.m. on 8 January 2021

All time references in this document are to London time unless otherwise expressed.

### Letter from the Chairman

LEKOIL Limited (a public limited company incorporated in the Cayman Islands with registered number WK 248859)

Directors:

Rt. Hon. Mark Simmonds (Non-Executive Chairman) Olalekan Akinsoga Akinyanmi (Chief Executive Officer) Aisha Muhammed-Oyebode (Independent Non-Executive Director) Anthony Hawkins (Non-Executive Director)

Registered office: C/o Walkers Corporate Limited Cayman Corporate Centre 27 Hospital Road, George Town Grand Cayman KY1-9008 Cayman Islands

11 December 2020

Dear Shareholder

### **Notice of Requisitioned Extraordinary General Meeting**

### 1. Introduction and background to the Requisitioned Extraordinary General Meeting

I am writing to send you notice of a requisitioned extraordinary general meeting of the Company which is to be held at 10.00 a.m. (GMT) on 8 January 2021, at Churchgate Tower 1, 9th Floor, PC 30, Churchgate Street, Victoria Island, Lagos, Nigeria (the "Requisitioned Extraordinary General Meeting").

This letter provides Shareholders with details of the resolutions that are to be put to Shareholders at the Requisitioned Extraordinary General Meeting and sets out the Board's recommendations in relation to voting on the Requisitioned Resolutions (as defined below).

In this document, references to the Latest Practicable Date are to 10 December 2020 (being the latest practicable date prior to the publication of this document).

### 2. Requisition received from Metallon

On 20 November 2020, the Company received a shareholder request, pursuant to Article 109.2 of the Company's articles of association ("Articles"), from Lynchwood Nominees Limited ("Lynchwood Nominees") to convene a general meeting of Shareholders. Lynchwood Nominees indicated that it was the legal owner of 82,500,000 ordinary shares of the Company (the "Requisition Shares") held on behalf of Metallon Corporation Limited ("Metallon"), the beneficial owner of the Requisition Shares and on whose instructions it was acting. The Requisition Shares comprise approximately 15.4% of the Company's issued share capital. The purpose of the Requisitioned Extraordinary General Meeting is to propose certain resolutions to Shareholders, as communicated by the Company in its RNS announcement on 23 November 2020.

The Company's announcement of the requisition on 23 November noted that Metallon had also sought to requisition a special resolution seeking to place certain restrictions on the affairs of its principal subsidiary, LEKOIL Limited (Nigeria). However, having taken Nigerian legal advice, the Board is of the view that it would be unlawful under Nigerian law to seek to constrain the actions of the directors of LEKOIL Limited (Nigeria) in the way proposed under the special resolution proposed by Metallon. Having taken Cayman legal advice, the Board therefore does not consider itself obliged to present such a resolution to Shareholders.

Consequently, the resolutions to be proposed at the Requisitioned Extraordinary General Meeting have been amended to comply with the Articles and applicable law and are being put to Shareholders as follows:

- the removal of the Chairman of the Company, Mr Mark Simmonds, as a director of the Company; and
- the appointment of three new directors, Mr Michael Ajukwu, Mr Thomas Richardson and Mr George Maxwell, to the board of directors of the Company (the "Board"),

(together the "Requisitioned Resolutions").

Brief information for each of the directors whose appointment is proposed by Metallon is set out on page 8.

### 3. Requisitioned Extraordinary General Meeting

You will find set out at the end of this document a notice convening the Requisitioned Extraordinary General Meeting to be held at Churchgate Tower 1, 9th Floor, PC 30, Churchgate Street, Victoria Island, Lagos, Nigeria at 10.00 a.m. on 8 January 2021.

### 4. Action to be taken

The Chairman of the meeting will direct that voting on all resolutions set out in the notice of meeting will take place by way of a poll (as has been requested by Metallon).

The Board takes its responsibility to safeguard the health of its shareholders, stakeholders and employees very seriously and so the following measures will be put in place for the Requisitioned Extraordinary General Meeting in response to the continuing COVID-19 pandemic.

### Letter from the Chairman

Continued

#### 4. Action to be taken continued

In order to reduce the risk of infection we are asking Shareholders to not attend the meeting in person. Any Shareholders who do attend will not be admitted. The Company is taking these precautionary measures to safeguard its Shareholders', stakeholders' and employees' health and make the Requisitioned Extraordinary General Meeting as safe and efficient as possible.

It is currently proposed that Mrs Aisha Oyebode, Independent Non-executive Director, together with the Company Secretary and a number of personnel supporting the logistics of the meeting, including the Company's Auditors, Deloittes Nigeria, (who will act as scrutineers for the poll), will attend the meeting in person. Social distancing arrangements will be put in place. These persons attending the meeting in person will be required to wear a facemask in any public or common parts of Churchgate Tower 1, 9th Floor, PC 30, Churchgate Street, Victoria Island, Lagos, Nigeria. However, as permitted under the Articles, Shareholders will be able to participate in the Requisitioned Extraordinary General Meeting via conference call. Details of these arrangements will be announced via a Regulatory News Service release ahead of the date of the Requisitioned Extraordinary General Meeting.

However, Shareholders will not be able to vote at the Requisitioned Extraordinary General Meeting unless they appoint either the Chairman of the meeting as their proxy or representative and identify how they wish the voting rights attached to their Shares are to be voted.

Shareholders who wish to vote on the business of the meeting are therefore strongly encouraged to submit their proxy to the Company Registrars, Computershare Investors Services (Cayman) at c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY or, if they hold shares in CREST, by using the CREST electronic proxy appointment service. Shareholders may also complete the proxy form provided with this Circular and submit the completed proxy form in accordance with the instructions thereon. It is emphasised that any proxy forms being returned via a postal service should be submitted as soon as possible. It is strongly recommended that the Chairman of the meeting be appointed as proxy.

A Form of Instruction is enclosed for use by holders of Depositary Interests. To be valid, the Form of Instruction and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Depositary, Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by hand, or sent by post, so as to be received not less than 72 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).

### 5. Further information

The expected timetable of principal events for the Requisitioned Extraordinary General Meeting is set out on page 2 of this document. Please note that the information contained in this letter is not a substitute for reading the remainder of this document.

### 6. Recommendations

On the advice of Cayman legal counsel, Mark Simmonds has not participated in the recommendations set out below on the basis that:

- he is personally the subject of one of the Requisitioned Resolutions (as required under Article 161 of the Company's Articles of Association); and
- subsequent to submission of the requisition notice on 23 November 2020, compromise arrangements that directly affected the office of the Chairman and his appointment as a Director were considered.

The Board (excluding the Chairman, for the reasons set out above) believes that Requisitioned Resolution 1 is not in the best interests of the Company or its shareholders as a whole.

Each of Olalekan Akinyanmi and Aisha Oyebode believe that **Requisitioned Resolutions 2 and 3 are not in the best interests of the Company or its shareholders** as a whole, whereas Anthony Hawkins believes that they are.

The Board (excluding the Chairman, for the reasons set out above) believes that **Requisitioned Resolution 4** is in the best interests of the Company and its shareholders as a whole.

Accordingly:

• Requisitioned Resolution 1 (Removal of Mark Simmonds as a Director of the Company) The Board (excluding the Chairman, for the reason set out above) unanimously recommends that Shareholders VOTE AGAINST

Requisitioned Resolution 1, as each member of the Board owning shares in the Company intends to do in respect of his or her own beneficial holdings (totalling 40,504,751 ordinary shares and representing 7.5% of the total issued ordinary share capital of the Company as of the Latest Practicable Date).

· Requisitioned Resolution 2 (Appointment of Michael Ajukwu as a Director of the Company) Each of Olalekan Akinyanmi and Aisha Oyebode recommend that Shareholders VOTE AGAINST Requisitioned Resolution 2, as they each intend to do in respect of their own beneficial holdings (totalling 40,504,751 ordinary shares and representing 7.5% of the total issued ordinary share capital of the Company as of the Latest Practicable Date).

Anthony Hawkins recommends that Shareholders VOTE FOR Requisitioned Resolution 2.

• Requisitioned Resolution 3 (Appointment of Thomas Richardson as a Director of the Company) Each of Olalekan Akinyanmi and Aisha Oyebode recommend that Shareholders **VOTE AGAINST** Requisitioned Resolution 3, as they each intend to do in respect of their own beneficial holdings (totalling 40,504,751 ordinary shares and representing 7.5% of the total issued ordinary share capital of the Company as of the Latest Practicable Date).

Anthony Hawkins recommends that Shareholders VOTE FOR Requisitioned Resolution 3.

• Requisitioned Resolution 4 (Appointment of George Maxwell as a Director of the Company) The Board (excluding the Chairman, for the reason set out above) unanimously recommends that Shareholders **VOTE FOR** Requisitioned Resolution 4, as each member of the Board owning shares in the Company intends to do in respect of his or her own beneficial holdings (totalling 40,504,751 ordinary shares and representing 7.5% of the total issued ordinary share capital of the Company as of the Latest Practicable Date).

Yours faithfully,

Mr. Mark Simmonds Chairman of the Board LEKOIL Limited

### Information on the Company

The Company would like to take this opportunity to share with its Shareholders an update on its operations and commercial developments.

The Company has acquired a balanced portfolio of assets including Otakikpo, a producing asset with near term upside; OPL 276, a potential near-term producing asset with significant resource potential; OPL 310, where the world-class appraisal asset Ogo is located; and OPL 325, which provides additional exploration optionality.

#### Otakikpo - producing asset

Despite the wider impact of COVID-19, operations at Otakikpo continue to run effectively. For the first half of 2020, production from Otakikpo averaged approximately gross 5,676 bopd, (2,271 bopd net to LEKOIL Nigeria). This year, the Company announced the execution of definitive agreements for the next phase of the Otakikpo marginal field development. These definitive agreements comprise of service agreements with Schlumberger which cover the comprehensive infrastructure upgrades and field management services in relation to the planned upstream drilling programme which consists of the phased drilling of up to seven new wells in Otakikpo with project capital expenditures ("capex") estimated at US\$110.0 million (US\$44.0 million net to LEKOIL Oil and Gas Investments Limited, a wholly owned subsidiary of LEKOIL Nigeria ("LOGL")).

The Company expects to raise, according to its participating interest, its own portion of the required funding for the first two wells (US\$10.0 million net to the LOGL) from a combination of offtake financing from a subsidiary of a major international oil company and cashflow from existing production. The drilling of the first two wells is expected to increase gross production to approximately 10,000 bopd from the current gross production rates. Existing infrastructure at Otakikpo is capable of accommodating this incremental production. Funding for subsequent wells is expected to come from the cashflow generated by incremental production.

#### OPL 310 – appraisal and exploration asset

The development of OPL 310 had been hindered for several years due to a dispute with the Company's joint venture partner, Optimum Petroleum Development Company ("Optimum Petroleum"), ultimately leading to the expiry of the licence. Whilst the dispute was unfortunate, it was critical that the Company protected the interests of its shareholders in this world-class asset. By announcements made on 30 August 2019 and 15 November 2019, the Company announced a settlement of its dispute with its joint venture partner as well as the Nigerian government's renewal and three year extension of the OPL 310 licence.

As also announced on 11 December 2020, as a result of outstanding payments covering the portion of sunk costs, consent fees and general and administrative costs due this year the Company received a letter from Optimum Petroleum, the operator of the OPL 310 Licence, communicating its enforcement of the default provisions of the Cost and Revenue Sharing Agreement ("CRSA") which also specifies the conditions for establishing default. The Company is in discussions with Optimum regarding a deferment of these payments as the Company intends to focus its financial and other resources in support of securing funding for the Ogo appraisal programme.

As part of the planned two-well appraisal programme with the objective of obtaining dynamic flow data from well testing while preserving the drilled wells as producers, a site survey was required for the evaluation of top-hole drilling, jack-up rig and potential platform foundation hazards and any seabed obstructions. Approval for the site survey was granted by the Department of Petroleum Resources ("DPR"), in accordance with provisions of the Petroleum (Drilling and Production) Regulations. The site survey was successfully completed in the first quarter of this year without any reported personnel injuries or damage to the environment. All data acquisition objectives were met during the operations, which were completed before the scheduled expiration of the approval, received from the DPR. With the site survey completed, selection of the appropriate rig to commence appraisal drilling can now be concluded.

As confirmed in the Company's earlier announcement on 11 December 2020, to finance the appraisal programme, the Company has explored and is in constructive discussions with potential financiers to provide a combination of cost effective vendor financing solutions and alternative financing solutions.

### OPL 276 - appraisal and exploration asset

OPL 276, which is situated within 20 kilometres from three existing producing fields, provides a clear opportunity for the Company to re-enter one or more discovery wells, with the potential for rapid monetisation of resources. On 23 August 2020 the Company announced its acquisition of a 45% participating interest in the Production Sharing Contract ("PSC") in relation to this asset. The PSC is also conditional upon, among other things, the extension of the term of the licence and the PSC, obtaining the consent of the Nigerian National Petroleum Corporation ("NNPC") and obtaining the approval of the Minister of Petroleum Resources of the Federal Republic of Nigeria. The application for extension has been filed with the NNPC and awaits approval from both the NNPC and ultimately the Minister of Petroleum Resources. The Company is hopeful that the extension for the term of the licence and the PSC will be granted within the first half of the year in 2021.

#### **OPL 325 – exploration asset**

OPL 325 located in the offshore Dahomey Basin, was identified as an area of interest to the Company in our proprietary Dahomey Basin study of the western side of the Niger Delta. The asset, which lies approximately 50km to the south of OPL 310, is believed to be a promising exploration asset containing an exciting deep-water turbidite fan play. The Company holds a significant indirect interest in the asset via our subsidiary, Ashbert Oil and Gas Limited, which will also be the operator for the licence. The licence, which covers an area of some 1,200 square kilometres, has gross un-risked prospective resources estimated by Lumina Geophysical of 5.1 billion boe.

The terms for the Production Sharing Contract in relation to OPL 325 has been negotiated and agreed between the NNPC and the Contractor parties which is made up of the National Petroleum Development Company ("NPDC") and Local Content Vehicles. The Company intends to farm-down a portion of its interest, following a detailed prospect and lead risking study, which is almost complete.

### Biographies of the Directors proposed by Metallon

Metallon has provided the following biographies for each of its proposed Directors:

#### Michael Onochie Ajukwu

Mr. Ajukwu has over 21 years of experience in the banking industry and an extensive understanding of the Nigerian political economy with a special focus on energy, real estate, and adolescent education. His other directorships include Chairman, Broad Street Capital Partners; Independent Non-Executive Director, Sterling Bank Plc; Independent Non-Executive Director, Tiger Brands South Africa; Non-Executive Director, International Breweries Ltd; Independent Non-Executive Director, MTN Nigeria.

Mr. Ajukwu has a B.Sc. in Finance from University of Lagos and an MBA from the Stern School of Business, New York University.

#### **Thomas Donald Richardson**

Mr. Richardson has over 20 years of experience across banking and oil & gas. Mr. Richardson is currently CEO of Metallon Corporation Limited, a pan African Natural Resources and infrastructure investment company. Prior to joining Metallon, Mr. Richardson served as CFO of Nostrum Oil & Gas Plc a UK premium listed company. Prior to joining Nostrum in 2011, Mr. Richardson has worked for ING, JP Morgan and NM Rothschild covering investment banking, capital markets and credit.

Mr. Richardson has a B.Sc. in Economics & Politics from the University of Bristol.

#### **George Maxwell**

Mr. Maxwell has over 25 years of experience in the oil and gas industry, including in both the producing and service / manufacturing arenas.

Mr. Maxwell founded Eland Oil & Gas Plc. in 2009 and served as the company's Chief Executive Officer from September 2014 to December 2019, Chief Financial Officer from 2010 to 2014, and as a member of the board of directors from 2009 to 2019, until the company was acquired by Seplat Petroleum Development Company Plc. on 17 December 2019.

Prior to founding Eland Oil & Gas Plc., Mr. Maxwell served as the business development manager for Addax Petroleum and, prior to this, commercial manager in Geneva. Mr. Maxwell joined Addax Petroleum in 2004 and held the general manager position in Nigeria, where he was responsible for finance, and fiscal and commercial activities. Prior to this, Mr. Maxwell worked with ABB Oil & Gas as vice president of finance based in the UK with responsibilities for Europe and Africa. He held a similar position in Houston, from where the organisation ran its operations in ten countries. He was finance director in Singapore for Asia Pacific and Middle East, handling currency swaps and minimising exposures during the Asian financial crisis of the late 1990s.

Mr. Maxwell graduated from Robert Gordon University in Aberdeen with a Masters in Business Administration. George is a Fellow of the Energy Institute in the UK and has formerly served on the boards of directors of Elcrest Exploration and Production Nigeria Ltd. and Westport Oil Limited.

### **Notice of Requisitioned Extraordinary General Meeting**

LEKOIL Limited (Incorporated and registered in the Cayman Islands with company number WK-248859)

### Notice of Requisitioned Extraordinary General Meeting to be held on 8 January 2021

NOTICE IS HEREBY GIVEN that an Requisitioned Extraordinary General Meeting of LEKOIL Limited (the "Company") will be held at Churchgate Tower 1, 9th Floor, PC 30, Churchgate Street, Victoria Island, Lagos, Nigeria at 10 a.m. (GMT) on 8 January 2021 to consider and, if thought fit, pass the following resolutions which will be proposed as a special resolution:

### **Notice of Requisitioned Extraordinary General Meeting**

#### **Ordinary resolutions**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

- 1. That pursuant to Article 144.5 of the Articles, Mr. Mark Simmonds be and is hereby removed from office as a Director of the Company with immediate effect.
- 2. That pursuant to Articles 144.2 and/or Article 144.6 of the Articles, Mr. Michael Onochie Ajukwu be and is hereby appointed a director of the Company with immediate effect.
- 3. That pursuant to Article 144.2 of the Articles, Mr. Thomas Donald Richardson be and is hereby appointed a Director of the Company with immediate effect.
- 4. That pursuant to Article 144.2 of the Articles, Mr. George Maxwell be and is hereby appointed a Director of the Company with immediate effect.

By order of the Board

### **Mark Simmonds**

Non-Executive Chairman 11 December 2020

### Notes to the Notice of Requisitioned Extraordinary General Meeting

#### Entitlement to attend, speak and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those members entered on the register of members at 6.00 p.m. on 5 January 2021 in the case of members submitting a Form of Instruction, and at 6.00 p.m. on 6 January in the case of members submitting a Form of Proxy, (or in the event that this meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting) shall be entitled to speak and vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after 6.00 p.m. on 5 January 2021 in the case of members submitting a Form of Instruction, and after 6.00 p.m. on 6 January in the case of members submitting a Form of Proxy, shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

### **Appointment of proxies**

- 2. Members are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend and vote at the Requisitioned Extraordinary General Meeting. A proxy need not be a shareholder of the Company. A shareholder holding two or more shares may appoint more than one proxy in relation to the Requisitioned Extraordinary General Meeting. Please contact the Registrar if you wish to appoint multiple proxies.
- 3. A Form of Proxy is enclosed tor use by Shareholders holding shares in certificated form. A Form of Instruction is enclosed for use by holders of Depositary Interests. The completion and return of a Form of Proxy/Instruction whether in hard copy form or in CREST will not preclude a member from attending the meeting by teleconference and voting should he or she wish to do so.
- 4. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Computershare Investor Services (Cayman Islands) Ltd, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by hand, or sent by post, so as to be received not later than 10.00 a.m. on 6 January 2021 or not less than 48 hours before the time fixed for the holding of any adjourned meeting (as the case may be). To be valid, the Form of Instruction and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Depositary, Computershare Investor Services PLC, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by hand, or sent by post, so as to be received not later than 10.00 a.m. on 5 January 2021 or not less than 72 hours before the time fixed for the holding of any adjourned meeting (as the case may be).

### **CREST Voting Instructions for Depositary Interest Holders**

- 5. Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).
- 6. To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 10.00 a.m. on 5 January 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

### Issued shares and total voting rights

7. As at 6.00 p.m. on 10 December 2020 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 536,529,983 ordinary shares of US\$0.00005 each fully paid. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 10 December 2020 are 536,529,983. The Company does not hold any shares in treasury.



### **OUR OFFICES**

Nigeria 9th Floor Churchgate Tower 1 PC30 Churchgate Street Victoria Island, Lagos

### USA

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