

**Registered office:**

C/o JTC Fiduciary Services (Mauritius) Limited,  
Suite 2004, Level 2, Alexander House,  
35 Cybercity Ebene, Mauritius  
(the "Company")

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## PROXY FORM

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I/We \_\_\_\_\_ of  
\_\_\_\_\_  
(address), being a  
Member/members of the above named company hereby appoint \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ or failing him  
\_\_\_\_\_ of  
\_\_\_\_\_ as my/our  
proxy to vote for me/us on my/our behalf at the 6th Annual Meeting of the Company to be held on 20 June 2022  
and at any adjournment thereof.

This form is to be used as follows:

	In Favour	Against	Abstain
<b>Resolution No. 1</b> – Minutes of the Last Annual Meeting			
<b>Resolution No. 2</b> – Audited Financial Statements			
<b>Resolution No 3</b> – Dividend			
<b>Resolution No. 4.1.1</b> – Re-elect Director – Mr. Mahendra Gursahani			
<b>Resolution No. 4.1.2</b> – Re-elect Director – Mr. Hitesh Natwarlal Anadkat			
<b>Resolution No. 4.1.3</b> – Re-elect Director – Ms. Susanne Alfs			
<b>Resolution No. 4.2</b> – Remuneration of the executive directors			
<b>Resolution No. 4.3.1</b> – Annual fees for the Chairman			
<b>Resolution No. 4.3.2</b> – Annual retainer for the Chairman			
<b>Resolution No. 4.3.3</b> – Annual fees for other non-executive directors			
<b>Resolution No. 5.1</b> – Audit fees for 2021			
<b>Resolution No. 5.2</b> – Auditors – Re-appointment			
<b>Special Resolution No. 6</b> – Amended Constitution			
(a) the terms "FMB Capital Holdings Plc" and " <b>FMB Capital Holdings Ltd</b> " be replaced by "FMBcapital Holdings Plc" throughout the Constitution;			
(b) a new definition be inserted in clause 1.1 of the Constitution as follows: " <b>Resident Directors</b> has the meaning given to it under clause 23.1.2."			

	In Favour	Against	Abstain
(c) the existing clause 3 of the Constitution be deleted and replaced by the following: <i>"The registered office of the Company will be situated at C/o JTC Fiduciary Services (Mauritius) Limited, Suite 2004, Level 2, Alexander House, 35 Cybercity, Ebene, Mauritius or in such other place as the Board may, from time to time, determine."</i>			
(d) a new paragraph be inserted after clause 18.2.3 of the Constitution, as follows: <i>"Where the Board declares a dividend, it shall ensure that that dividend is paid not later than 12 months after the date on which the dividend is declared."</i>			
(e) the existing clause 22.1(b) of the Constitution be deleted and replaced by the following: <i>"not later than nine (9) months after the Balance Sheet Date of the Company; and"</i>			
(f) a new paragraph be inserted after clause 22.5.4 of the Constitution, as follows: <i>"The notice shall be accompanied by a detailed agenda together with any other document relevant to the meeting."</i>			
(g) the existing clause 23.1.1 of the Constitution be deleted and replaced by the following: <i>"The Board shall consist of not less than 6 (six) and not more than 11 (eleven) Directors of which 2 (two) shall be resident in Mauritius."</i>			
(h) the existing clause 23.1.2 of the Constitution be deleted and replaced by the following: <i>"Save for the 2 (two) Directors resident in Mauritius (the "Resident Directors"), each holder of twelve and a half percent (12.5%) of the share capital of the Company can appoint 1 Director by giving written notice to the Company to that effect. The appointment shall take effect on the date on which the notice is received by the Company or, if a later date is given in the notice, on that date, subject at all times to the consent form being signed by the proposed Director. The 2 Resident Directors shall be appointed by Ordinary Resolution."</i>			
(i) a new paragraph (n) be added in clause 24.3.1 of the Constitution as follows: <i>"at all times act in a manner which is not, oppressive, unfairly discriminatory, or unfairly prejudicial to the Shareholders."</i>			
(j) a new paragraph be inserted in clause 33 of the Constitution as follows: <i>"The Directors shall, at all times and even where the Company is removed from the register, ensure that the records referred to above are kept for a period of at least 7 (seven) years from the date of the completion of the transaction, act or operation to which it relates."</i>			
<b>Special Resolution No. 7 – Issue of further shares</b>			

Unless otherwise instructed, the proxy will vote as he thinks fit

Date \_\_\_\_\_ Signed \_\_\_\_\_

A PROXY NEED NOT BE A MEMBER OF THE COMPANY