

PROXY FORM

I/WE.....
Full Name of Shareholder(s) (Block Letters Please)

of

being member/members of **PBC Limited**, hereby appoint

.....

Full name of Proxy Holder (Block Letters Please)

of
(Address)

(Of failing which the duly appointed chairman of the meeting) is appointed as my/our Proxy to vote for me/us at the Annual General Meeting to be held on www.pbc-agm23.neutekmedia.com at 10am and any adjournment thereof. Please indicate with an **X** how you intend to vote.

Thursday, 21st December,2023

RESOLUTIONS	FOR	AGAINST																																												
<p>AGENDA</p> <p>(A)ORDINARY BUSINESS</p> <p>1. A resolution to amend the Notice of this Annual General meeting (AGM) published on Thursday, 30th November 2023 to waive the twenty-one (21) day notice required for shareholders to be informed of any business to be transacted at this AGM.</p> <p>2. (a) To receive, consider and adopt the Reports of the Directors, Auditors and Audited Financial Statements for the years ended 30 September 2018, 30th September 2019 and 30th September 2020, 30th September 2021, 30th September 2022.</p> <p style="padding-left: 20px;">b) Chairman's Statement.</p> <p style="padding-left: 20px;">c) The Report of the Managing Director.</p> <p>3. To ratify the appointments of the following Directors</p> <table style="width: 100%; border: none;"> <tr> <td style="padding-left: 20px;">I.</td> <td>Mr. Yaw Agyemang-Duah</td> <td style="padding-left: 10px;">-</td> <td>(09/02/2022)</td> </tr> <tr> <td style="padding-left: 20px;">II.</td> <td>Mr. Kwaku Nkansah</td> <td style="padding-left: 10px;">-</td> <td>(02/05/2023)</td> </tr> <tr> <td style="padding-left: 20px;">III.</td> <td>Mr. Prosper Kojo Amewu</td> <td style="padding-left: 10px;">-</td> <td>(05/10/2017)</td> </tr> <tr> <td style="padding-left: 20px;">IV.</td> <td>Ms. Helen Maku Obeng</td> <td style="padding-left: 10px;">-</td> <td>(26/10/2017)</td> </tr> <tr> <td style="padding-left: 20px;">V.</td> <td>Dr. John Kwabena Kwakye</td> <td style="padding-left: 10px;">-</td> <td>(18/05/2021)</td> </tr> <tr> <td style="padding-left: 20px;">VI.</td> <td>Mr. Mohammed Tahiru Nambe</td> <td style="padding-left: 10px;">-</td> <td>(08/05/2021)</td> </tr> <tr> <td style="padding-left: 20px;">VII.</td> <td>Mr. Peter Eshun</td> <td style="padding-left: 10px;">-</td> <td>(19/12/2019)</td> </tr> <tr> <td style="padding-left: 20px;">VIII.</td> <td>Mr. Imoro Sulemana</td> <td style="padding-left: 10px;">-</td> <td>(01/03/2019)</td> </tr> </table> <p>4. To approve changes in Directorship of the following Directors retiring by rotation</p> <table style="width: 100%; border: none;"> <tr> <td style="padding-left: 20px;">I.</td> <td>Mr. Thomas Dzoletto Kwami</td> <td style="padding-left: 10px;">-</td> <td>(28/03/2014)</td> </tr> <tr> <td style="padding-left: 20px;">II.</td> <td>Stephen Baba Kumasi</td> <td style="padding-left: 10px;">-</td> <td>(17/04/2014)</td> </tr> <tr> <td style="padding-left: 20px;">III.</td> <td>Prof. Mohammed Salifu</td> <td style="padding-left: 10px;">-</td> <td>(11/11/2014)</td> </tr> </table> <p>5. To approve Directors fees.</p> <p>6. To ratify the appointment of Messrs Adom Boafo & Associates as Auditors for the years 2019/2020,2020/2021 and 2021/2022</p>	I.	Mr. Yaw Agyemang-Duah	-	(09/02/2022)	II.	Mr. Kwaku Nkansah	-	(02/05/2023)	III.	Mr. Prosper Kojo Amewu	-	(05/10/2017)	IV.	Ms. Helen Maku Obeng	-	(26/10/2017)	V.	Dr. John Kwabena Kwakye	-	(18/05/2021)	VI.	Mr. Mohammed Tahiru Nambe	-	(08/05/2021)	VII.	Mr. Peter Eshun	-	(19/12/2019)	VIII.	Mr. Imoro Sulemana	-	(01/03/2019)	I.	Mr. Thomas Dzoletto Kwami	-	(28/03/2014)	II.	Stephen Baba Kumasi	-	(17/04/2014)	III.	Prof. Mohammed Salifu	-	(11/11/2014)		
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7. To approve the appointment of Messrs Adom Boafo & Associates as auditors for the ensuing year (2022/2023) and to authorize the Directors to fix its remuneration

B. SPECIAL BUSINESS.

8. To approve change of the Company's name from PBC Limited to PBC PLC.
9. Equity Injection / Raising Capital
- a) To Authorise the Board of Directors by a special resolution to undertake a renounceable rights issue to raise an amount of GHC1.5 billion equity capital from the Ghana Stock Exchange.
- b) To Authorise the Board of Directors by special resolution to raise equity of GHS 1.5 billion through the partnership of a strategic investor(s) to boost the company's finances and reverse its negative equity and, thereby, improve its creditworthiness.
- c) That the shareholders Authorise the Board of Directors by a special resolution to sell some of its assets including the Takoradi Harbour Road land and any others that the Board may deem fit."

DATED THIS 11TH DAY OF DECEMBER, 2023 BY THE ORDER
OF THE BOARD

(SGD.)

CHARLES NANA YAW OSEI, ESQ.

COMPANY SECRETARY

Signed this day of, 2023 Shareholder(s) signature(s)

**THIS FORM SHOULD NOT BE SENT TO THE REGISTRAR IF THE MEMBER WILL BE ATTENDING THE MEETING
NOTES:**

1. A member Shareholder who is unable to attend the Annual General Meeting is allowed by law to vote by Proxy. The above Proxy Form has been prepared to enable you exercise your vote if you cannot personally attend.
2. Provision has been made on the Form for the Chairman of the meeting to act as your Proxy but, if you wish, you may insert in the space, the name of any person whether a member of the Company or not, who will attend the meeting and vote on your behalf instead of the Chairman of the meeting.
3. In the case of joint holders, each holder should sign.
4. If executed by a corporation, the Proxy Form should bear its Common Seal or be signed on its behalf by a Director.
5. Please sign the above Proxy Form and post it to the address indicated or to info@nthc.com.gh so as to reach the Registrar not later than forty eight (48) hours before the appointed time of the meeting.
6. The Proxy must produce the admission card sent/downloaded with the notice of the meeting to obtain entrance to the meeting.

SECOND FOLD HERE

**THE REGISTRAR
PBC LTD.
18 GAMEL ABDUL
NASSER AVE, ACCRA.
P. O. BOX KIA 9563,
AIRPORT, ACCRA**

FIRST FOLD HERE

THIRD FOLD HERE