

If undelivered, please return to
Meristem Registrars Limited
213, Herbert Macaulay Street,
Sabo, Yaba, Lagos



THOMAS WYATT NIG. PLC

notice of extraordinary general meeting

Monday, 21st Dec 2009



proxy form



notice of extraordinary general meeting

THOMAS WYATT NIG. PLC R.C. 663

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of members of THOMAS WYATT NIGERIA PLC will be held at the company's premises 10, Abebe Village Road, Iganmu, Lagos on Monday 21st December 2009 at 12.00 noon to transact the following.

Special Business:

To consider and if thought fit, pass the following as Special Resolutions:

- A. That pursuant to Article 84 of the Company's Articles of Association, the Directors be and are hereby authorised to raise whether by way of a public offering, private placing, rights offering, book building process or other methods, additional capital of up to ₦ 2,000,000,000 (Two Billion Naira) the issuance of corporate bonds, convertible or nonconvertible loans, stocks or other securities in such tranches, series or proportions, at such coupon or interest rates, within such maturity periods, and on such other terms and conditions including the provision of security for repayments, as the directors may deem fit or determine, subject to obtaining the approvals of regulatory authorities.
- B. That the directors be and are hereby authorised to enter into and execute any agreements, deeds, notices and any other documents necessary for and or incidental to effecting resolution)A) above.
- C. That the Directors of the Company or any of them for the time being, be and are hereby authorised to appoint such professional parties and advisers, and to perform all such other things as may be necessary for or incidental to effecting the above resolutions, including without limitations, complying with the directives of any regulatory authority.
- D. That the Directors are authorised to take any further action that may be required to give effect to the resolutions passed at the Extraordinary General meeting".

Proxy

A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a Proxy to attend in his stead. A proxy form is attached to the Notice and it is valid for the purpose of the meeting. All proxy should be duly stamped at the Stamp Duties Office and deposited at the registered Office of the Company of the Registrars, 213, Herbert Macaulay Street, Sabo, Yaba, Lagos not later than 48 hours before the time of holding the meeting.

Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from 1st to 4th December, 2009 (both dates inclusive) for the purpose of attending the Extraordinary General Meeting.

BY ORDER OF THE BOARD

Legal Edge Associates
Acting COMPANY SECRETARY

Dated this Day of November 2009

EXTRAORDINARY GENERAL MEETING TO BE HELD AT THE COMPANY'S PREMISES 10, ABEBE VILLAGE ROAD, IGANMU, LAGOS ON MONDAY, DECEMBER 21, 2009 AT 12.00 NOON.

"I/We*
(Name of Shareholder in block letters)

The undersigned, being a member / members of the above named Company hereby appoint the Chairman of the meeting or failing him as my / our proxy to vote for me / us at the Extraordinary General Meeting of the Company to be held on Monday December 21, 2009 and at any adjournment thereof".

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

Dated this day of 2009

Signature

Notes

1. This form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarilly certified copy thereof must reach the registrar, Meristem Registrars Limited, 213, Herbert Macaulay Street, Sabo, Yaba, Lagos not later than 48 hours before the meeting.
2. Where the appointor is a corporation, this form may be under seal or under hand of any officer or attorney duly authorised.
3. This proxy will be use in the event of poll being directed, or demanded.
4. In the case of joint holders, the signature of any one of them will suffice, but the name of all joint holders should be shown.
5. It is a legal requirement that all instruments of proxy must bear appropriate stamp duty (currently N 500.00) from the Stamp Duties Office, and not adhesive postage stamp.

Before posting the above form please tear off this part and retain it for admission to the meeting.

admission form

Thomas Wyatt Nigeria Plc

EXTRAORDINARY GENERAL MEETING TO BE HELD AT THE COMPANY'S PREMISES 10, ABEBE VILLAGE ROAD, IGANMU, LAGOS ON MONDAY, DECEMBER 21, 2009 AT 12.00 NOON.

Name of Shareholder(s)* Name of Proxy

IF YOU ARE UNABLE TO ATTEND THE MEETING

A member (shareholder) entitled to attend and vote is entitled to appoint one or more Proxies to attend instead of him. A Proxy need not be a member. The above proxy card has been prepared to enable you to exercise your right to vote.

IMPORTANT

Please insert your name in BLOCK CAPITALS on both proxy and admission forms where asterisked. Insert the name of any person whether a member of the company or not who will attend the meeting on your behalf in the blank space asterisked other than the Chairman of the Company

Number of Shares			
I / We desire this proxy to be used in favour of/or against the resolution as indicated alongside (strike out whichever is not desired).	ORDINARY RESOLUTION	FOR	AGAINST