PROXY FORM

Providus Bank Limited

Court-Ordered Meeting to be held at Lavender Meeting Room, Eko Hotel & Suites, Adetokunbo Adedamola Street, Victoria Island, Lagos on Friday, 26 September 2025, at 10:30am.

I/We (Block capitals please)

…… being a shareholder / member(s) of Providus Bank Limited hereby appoint (Block capitals please)

****……..……**

or failing him/her, (Block capitals please)

****…….**

as my/our proxy to act and vote for me/us and on my/our behalf at the Court-Ordered Meeting of Providus Bank Limited to be held at Lavender Meeting Room, Eko Hotel & Suites, Adetokunbo Ademola Street, Victoria Island Lagos on 26 September 2025 at 10:30am, or at any adjournment thereof.

Dated this ….....day of……. 2025

Shareholder's

Signature……..……..……

SPECIAL RESOLUTIONS

The Court-Ordered Meeting will be held at Lavender Meeting Room, Eko Hotel & Suites, Adetokunbo Adedamola Street, Victoria Island, Lagos on Friday, 26 September 2025, at 10:30am, at which place and time all the shareholders of the Company are requested to attend. At the Court-Ordered Meeting, the following resolutions will be proposed, and if thought fit, passed as special resolutions of the Company:

a.) "That the Scheme of merger as contained in the Scheme Document, dated the 28th day of August 2025, a printed copy of which has been presented at the Court Ordered Meeting and, for purposes of identification, endorsed by the Chairman, be and is hereby approved; and that the Directors be and are hereby authorized to consent to any modification of the Scheme that the Securities and Exchange Commission ("SEC"), Central Bank of Nigeria ("CBN") and or the Court shall deem fit to impose and approve."

b.) "That the Company be and is hereby authorized to accept the merger of all the assets and liabilities and undertakings including real properties and intellectual property rights of Unity Bank Plc with that of the Company upon the terms and subject to the conditions set out in the Scheme Document, without any further act or deed."

c.) "That in consideration for the merger with that of the Company of all the assets, liabilities, and undertakings, including real properties, deferred tax assets, licenses, permits, credits and intellectual property rights of Unity Bank Plc, the Company shall

i. "pay the Cash Consideration of ₦3.18 to the Scheme Shareholders, that elect to receive the Cash Consideration, for each ordinary share of ₦0.50 held in Unity Bank as at close of business on the Terminal Date" or

ii. "issue and allot up to 18 ordinary shares of ₦0.50 each in the share capital of the Company in exchange for every 17 ordinary shares of ₦0.50 each held in Unity Bank Plc as at close of business on the Terminal Date, to all Scheme Shareholders that elect to receive the Share Consideration."

d.) "That the share capital of the Company be increased from ₦20,902,916,875 to ₦27,091,389,903.50 divided into 54,182,779,807 ordinary shares of ₦0.50 each by the creation of 12,376,946,057 ordinary shares of ₦0.50 each ranking pari passu with the existing ordinary shares of the Company and that the Board of Directors of the Company (where it deems appropriate) be authorised to take necessary steps to cancel any unallotted shares of the Company."

e.) "That all legal proceedings, claims and litigations pending or contemplated by or against Unity Bank Plc be continued by or against the Company after the Scheme is sanctioned by the Court."

f.) "That the name of the enlarged bank, (resulting from the merger of the Company with Unity Bank Plc), shall be changed to Providus-Unity Bank Limited ("Enlarged Bank")."

g.) "That the certificate of incorporation of the Company shall be the certificate of incorporation of the Enlarged Bank."

h.) "That, if the total number of shareholders in the Enlarged Bank post-Merger exceed 50, the Enlarged Bank be re-registered as a public company limited by shares."

i.) "That the Memorandum and Article of Association of the Enlarged Bank be and are hereby amended to reflect the change of name, and increase in the share capital of the Enlarged Bank."

j.) "That the Solicitors of the Company be and are hereby directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such other incidental, consequential or supplemental orders as are necessary or required to give full effect to the Scheme."

k.) "That the Directors of the Company be and are hereby authorised to take such other actions and steps as may be necessary or required to give full effect to the Scheme."

For	Against	Abstain

Please indicate how you wish your votes to be cast on the sub-joined resolutions set out above by indicating "x" in the appropriate space. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.

NOTE:

1. A member (shareholder) who is unable to attend the Court-Ordered Meeting is allowed by law to vote by proxy and the above proxy form has been prepared to enable you to exercise your right to vote in case you cannot personally attend the meeting.
2. Following the normal practice, the Chairman of the meeting has been entered on the form to ensure that someone will be at the meeting to act as your proxy, but if you wish, you may insert in the blank space (marked **) the name of any person, whether a member of Providus Bank Limited or not, who will attend the meeting and vote on your behalf.
3. Voting at the meeting will be by poll.
4. Please sign and post the proxy form so as to reach "The Company Secretary, Providus Bank Limited at 724 Adetokunbo Ademola Street, Victoria Island, Lagos" not less than 24 hours before the time appointed for the meeting and ensure that the proxy form is dated, signed and stamped by the Commissioner for Stamp Duties. If executed by a corporate body, the proxy form should be sealed with the Common Seal.
5. The member (shareholder) or his/her duly appointed proxy must detach and produce the Admission Card to obtain entrance to the meeting.
6. The completion and dispatch of the Proxy Form does not prevent the attendance of the member should he/she become free to attend in person.
7. The details in the Scheme of Merger provide information on the material features of the proposed Scheme and the general effect thereof upon the rights of existing Providus Bank Limited's Shareholders whilst also providing information essential to a shareholder's appraisal of the action to be taken with regards to the Scheme.

IF YOU ARE UNABLE TO ATTEND, PLEASE:

a) Write the name of your proxy (if any) where marked*
b) Ensure that the form is signed by you and your proxy
c) Ensure that the form is stamped at the Stamp Duty Office
d) Return the proxy Form to reach the address shown overleaf not less than 24 hours before the time for holding the Meeting.

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

Providus Bank Limited **COURT-ORDERED MEETING ADMISSION CARD**

Please admit the Shareholder named on this Card or duly appointed proxy to the Court-Ordered Meeting of the Company to be held at 10:30 am on 26 September 2025 at Lavender Meeting Room, Eko Hotel & Suites, Adetokunbo Ademola, Victoria Island, Lagos.

Name and address of Shareholder

Shareholder's Name	
Address	

Number of Shares

Account Number

	Shareholder
	Proxy

	Shareholder
	Proxy

Signature …….

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE COMPANY SECRETARY