

PROXY FORM FOR SWAP TECHNOLOGIES AND TELECOMMS PLC

SWAP TECHNOLOGIES AND TELECOMMS PLC

Court-Ordered Meeting to be held at 10:00am on 20th day, of April, 2022 at the Lekki Peninsula Hotel, Lekki Phase 1, Lagos.

I/We **(Block capitals please)**

.....
 being a shareholder/member(s) of SWAP Technologies and Telecomms PLC, 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 SWAP Technologies and Telecomms PLC to be held at 10:00am on Wednesday, 20 April, 2022 or any adjournment thereof.

Dated this.....day of.....2022

Shareholder's Signature.....

| Special Resolutions | |
|---------------------|---|
| 1. | "The Scheme as contained in the Scheme Document dated Tuesday, the 15th day, of March 2022, a printed copy of which has been submitted to the meeting and, for purposes of identification, endorsed by the Chairperson, be and is hereby approved; and that the Directors of the Company be and are hereby authorised to consent to any modification of the Scheme that the Securities and Exchange Commission ("SEC"), Nigerian Communications Commission ("NCC") and/or the Court shall deem fit to impose or approve"; |
| 2. | "The Directors be and are hereby authorized to merge PAT and SWAP, with SWAP being the Surviving Entity, and that all assets, liabilities and undertakings, including real property and intellectual property rights of PAT be combined with SWAP without any further act or deed"; |
| 3. | "All SWAP shareholders shall upon the Scheme becoming effective relinquish their 2,705,377,141 ordinary shares to the Shareholders of Pan African Towers Limited upon the terms and subject to the conditions set out in the Scheme Document, be and is hereby approved without any further act or deed"; |
| 4. | "In consideration of (3) above, all shareholders of SWAP shall, after the Scheme is sanctioned by the Court, be paid 65 kobo for every share held in SWAP ('the Cash Consideration') within 10 Business Days of the Court Sanction of the Scheme in exchange for each of the issued ordinary shares previously held by them as at close of business on the Terminal Date"; |
| 5. | "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 and supplemental orders as are necessary or required to give full effect to the Scheme"; and |
| 6. | "The Board of Directors of SWAP and the Company Secretary be and are hereby authorised to take such actions as may be necessary to give effect to the Scheme and to the foregoing resolutions". proceedings, claims and litigations, pending or contemplated by or against PAT, be assumed by the Surviving Entity after the Effective Date" |

| For | Against | Abstain |
|-----|---------|---------|
| | | |

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

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NOTES:

1. A member (shareholder) who is unable to attend the Court-Ordered Meeting through any of the channels specified in the notice 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 if you cannot personally attend the Meeting.
2. In view of the current restrictions on the maximum crowd size currently permitted by the Lagos State Government for public gatherings and in line with Order of the Court, attendance at the Meeting shall be by proxy. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:
 - a) Olufunso Soyoye
 - b) Ade Ogunlesi
 - c) Tolulope Osunsanya
 - d) Kayode Abayomi
 - e) Grace Emokhor
3. Provision has been made on this form for you to insert in the blank spaces on the form (marked*), the names of the persons, whether members of the Company or not, one of whom will attend the Meeting and vote on your behalf.
4. Voting at the meeting will be by poll.
5. Please sign this Proxy Form and return it to reach "The Registrar, PAC Registrar Limited, 122 Bode Thomas Street, Surulere, Lagos" or via email to info@pacregistrars.com, not later than 24 hours before the time appointed for the meeting and ensure that the Proxy Form is dated and signed. If executed by a corporate body, the Proxy Form should be sealed with the Common Seal.
6. It is a legal requirement of the law under the Stamp Duties Act; Cap S8, Laws of the Federation of Nigeria, 2004 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any Meeting of shareholders must be clearly stamped in accordance with the Act. The Company has made arrangements at its expense, for the stamping of the duly completed and signed Proxy Forms submitted to the Company's Registrars within the stipulated time.
7. The member (shareholder) or his/her duly appointed proxy must detach and produce the Admission Card to obtain entrance to the meeting.
8. The Meeting will be streamed live online to enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the live streaming of the Meeting will be made available on the Company's website <http://www.swap-ng.com>

Before posting the above form, please tear off this section and retain it to facilitate your admission to the Meeting

SWAP TECHNOLOGIES AND TELECOMMS PLC

COURT-ORDERED MEETING ADMISSION CARD

Please admit the shareholder named on this Card or his/her duly appointed proxy to the Court-Ordered Meeting to be held at 10:00am on Wednesday, 20th April, 2022 at the Lekki Peninsula Hotel, Lekki Phase 1, Lagos.

Name and Address of Shareholder

| | |
|--------------------|--|
| Shareholder's Name | |
| Address | |

| | |
|--------------------------|-------------|
| <input type="checkbox"/> | Shareholder |
| <input type="checkbox"/> | Proxy |

Please tick [x] appropriate box for admission to the meeting

Number of Shares

Account Number

Signature.....

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