

PROXY FORM

48TH ANNUAL GENERAL MEETING TO BE HELD AT OPTS HALL, LAGOS CHAMBER OF COMMERCE AND INDUSTRY (LCCI) CONFERENCE AND EXHIBITION CENTRE, SITUATED AT PLOT 10, NURUDEEN OLOWOPOPO DRIVE, ALAUSA, IKEJA, LAGOS, ON THURSDAY, THE 11TH DAY OF SEPTEMBER 2014, AT 11.00 A.M. PROMPT.

I/We
 (name of shareholder in block letters)
 Of....., being a
 member/members of Afromedia Plc., hereby appoint*
 of
 or failing him, the
 Chairman of the Meeting as my/our proxy to act and vote
 for me/us on my/our behalf at the Annual General
 Meeting of the Company to be held on the
 2014, or at any adjournment thereof.

Dated thisday of 2014

Shareholder's Signature

IF YOU ARE UNABLE TO ATTEND THE MEETING

A member (shareholder) who is unable to attend the Annual General Meeting is allowed by law to vote by proxy. The attached proxy form has been prepared to enable you exercise your right to vote if you cannot personally attend.

Provision has been made on this form for the Chairman of the Meeting to act as your proxy, but if you wish, you may insert in the blank space on the form (marked*) the name of any person, whether a member of the company or not, who will attend and vote on your behalf instead of the Chairman of the meeting.

Please sign the above and post it so as to reach the address of the Registrars shown overleaf not later than 48hours before the meeting. If executed by a corporation, the proxy form should be sealed with the common seal. The proxy must produce the Admission Card sent with the Notice of the Meeting to obtain entrance into the venue of the Annual General Meeting.

The manner in which the proxy is to vote should be indicated by inserting "X" in the appropriate space.		VOTES	
Number of shares: ORDINARY RESOLUTIONS		FOR	AGAINST
i	To lay before the members the Audited Financial Statements for the year ended 30th September 2013, together with the Reports of the Directors, Auditors and Audit Committee thereon.		
ii	To ratify the appointment of Directors 1. Mr. Idowu Iluyomade 2. Mr. Ernest C. Ebi (MFR) 3. Mallam Ibrahim Isiyaku (SAN) 4. Mr. Victor Ogiemwonyi		
iii	To re-appoint the Auditors.		
iv	To authorise the Directors to fix the remuneration of the Auditors		
v	To elect Members of the Audit Committee		
SPECIAL BUSINESS			
i	To fix the remuneration of Directors.		
ii	That the company's Articles of Association be and is hereby altered by renumbering Article "49" to read "49 (1)", pursuant to the introduction of clause 49(2) in item iii below.		
iii	To consider and if thought fit, pass the following as a special resolution: "That the company's Articles of Association be and is hereby altered by introducing a new Article 49(2) The new Article 49(2) shall read as follows: The Notice of Annual General Meeting, latest audited financial statements, Reports of the Directors, Auditors and Audit Committee contained in the Annual reports and accounts of the Company for any financial year shall be circulated by the Company at least twenty-one (21) days before the date of any next annual general meeting which at the discretion of the directors may be sent in a bound book form or electronic form or a combination of the aforementioned forms; provided that the form the directors may adopt from time to time presents the accounts and reports in legible form."		

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

THIS PROXY FORM SHOULD NOT BE COMPLETED AND SENT TO THE REGISTRAR'S ADDRESS IF THE MEMBER WILL BE ATTENDING THE MEETING. TO BE VALID, THIS FORM HAS TO BE DUTY STAMPED.

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

ADMISSION CARD

Name & Address of Shareholders Number of shares held

Please admit Mr./Mrs./Miss./Chief/Dr./..... to the 48th Annual General Meeting of Afromedia Plc to be held at OPTS Hall, Lagos Chamber of Commerce and Industry (LCCI) Conference and Exhibition Centre, situated at Plot 10, Nurudeen Olowopopo Drive, Alausa, Ikeja, Lagos, at 11.00 a.m. on Thursday, the 11th day of September 2014, at 11.00 a.m. Prompt.

Signature of person attending

- Note:**
- This admission card should be produced by the Shareholder or his/her proxy in order to obtain entrance into the venue of the Annual General Meeting.
 - You are requested to sign this card at the entrance in the presence of the Company Secretary, Registrars or his Nominee on the day of the Annual General Meeting. Please be advised that to enable a Proxy gain entrance to the meeting, the Proxy Form should be duly completed and delivered to the Company Secretary not later than 48 hours before the time fixed for the meeting.

Second fold here and insert

Please affix
₦50.00 postage
stamp here

The Registrar
EDC Registrars Ltd
154, Ikorodu Road, Onipanu,
Shomolu, Lagos

Second fold here

First fold