

Proxy Form

ANNUAL GENERAL MEETING TO BE HELD AT 10.00 A.M PROMPT

ON THE 19TH OF MAY, 2017 AT THE CIVIC CENTRE, OZUMBA MBADIWE AVENUE, VICTORIA ISLAND, LAGOS

Number of shares held:				
	Resolutions	For	Against	Abstain
I/We* being a member/members of DIAMOND BANK PLC hereby appoint** _____ of _____ or failing him/her the Chairman of the meeting as my/our Proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 19th May, 2017 and at any adjournment thereof. Dated this _____ day of _____ 2017 Signature _____ Note: Please sign this form and return it to the Company Secretary not later than 48 hours before the time fixed for the meeting. If executed by a Corporation, this form should be sealed under its common seal or under the hand of some officer or an attorney duly authorized in writing.	1. That the Audited Financial Statements for the period ended December 31, 2016, and the Reports of the Directors, Auditors and Audit Committee thereon be and are hereby approved.			
	2. (i) That having offered themselves up for re-election, and being eligible, Mr. Ian Greenstreet, Mr. Kabir Mohammed and Mr. Damian Dolland be and are hereby re-elected as Non-Executive Directors of Diamond Bank Plc.			
	(ii) The appointment of Mr. Dele Babade as a Non-Executive Director subject to the approval of the Central Bank of Nigeria.			
	(iii) That the appointment of Mrs. Chizoma Okoli as an Executive Director, be and is hereby ratified.			
	(iv) That the appointment of Mr. Chiugo Nubisi as an Executive Director, be and is hereby ratified.			
	(v) That the appointment of Mr. Rotimi Olayiwola Oyekanmi as an Independent Non-Executive Director, be and is hereby ratified.			
	3. That the Directors be and are hereby authorised to fix the remuneration of the Auditors.			
	4. That the appointment of the members of the Audit Committee be and is hereby approved.			
	5. That the Authorised Share Capital of the Company be and is hereby increased from N15,000,000,000.00 (Fifteen Billion Naira) to N20,000,000,000.00 (Twenty Billion Naira) by the creation of additional 10,000,000,000 (Ten Billion) ordinary shares of 50 kobo each, ranking pari passu in all respects with the existing ordinary shares of the Company.			
	6. That clause 7(a) of the Memorandum and Articles of Association of the Company be and is hereby amended as follows: "The Authorised Share Capital of the Company is N20,000,000,000.00 (Twenty Billion Naira) divided into 40,000,000,000 (Forty Billion) ordinary shares of 50 Kobo each. Please indicate with an "X" in the appropriate space above how you wish your votes to be cast on the Resolutions set above. Unless otherwise instructed the proxy will vote or abstain from voting at his discretion.			

* Shareholder's name to be inserted in BLOCK CAPITALS in the blank space marked. In the case of joint shareholders, anyone of such may complete this form, but the names of all joint holders may be inserted.

** In keeping with 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 you may insert the name and address of any person, whether a member of the Company or not, who will attend the meeting and vote on your behalf.

Note: Any instrument appointing a proxy to vote at a meeting must be duly stamped in accordance with the provisions of the Stamp Duties Act.

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

**DIAMOND BANK PLC
26TH ANNUAL GENERAL MEETING**

PLEASE ADMIT THE SHAREHOLDER NAMED ON THIS FORM OR HIS DULY APPOINTED PROXY TO THE ANNUAL GENERAL MEETING TO BE HELD AT 10.00A.M ON 19TH MAY, 2017 AT THE CIVIC CENTRE, OZUMBA MBADIWE AVENUE, VICTORIA ISLAND, LAGOS.

Name of Shareholder _____

Signature of Shareholder _____ Signature of Person Attending _____