

# PME AFRICAN INFRASTRUCTURE OPPORTUNITIES PLC

(Incorporated and registered in the Isle of Man under the Isle of Man Companies Acts 1931 to 2004 with number 120060C)

(the “Company”)

## FORM OF PROXY

To be used for the Extraordinary General Meeting of the Company to be held at the offices of Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB, British Isles, on 6 September 2017, at 10.00 a.m. (UK time):

I/We .....<sup>1</sup>  
of .....<sup>1</sup> being member(s) of the  
Company, hereby appoint the Chairman of the Meeting or .....  
of ..... or Ian Dungate of Galileo  
Fund Services Limited or failing him, Suzanne Jones of Galileo Fund Services Limited as my/our proxy  
to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 6 September  
2017, at 10.00 a.m. and at any adjournment thereof:

I/We direct my/our proxy to vote in respect of the Resolution to be proposed at such Extraordinary General Meeting in the following manner<sup>3</sup>:-

Resolution	FOR	AGAINST	ABSTAIN
THAT, in connection with the return of capital to shareholders of the Company through one or more tender offers by the Company for shares in the Company of US\$0.01 each (“ <b>Ordinary Shares</b> ”) in such amount and at such price as the Directors in their absolute discretion determine (“ <b>Tender Offers</b> ”), the Company be and is hereby authorised to make market purchases (within the meaning of Section 13 of the Isle of Man Companies Act 1992) of Ordinary Shares pursuant to the Tender Offers provided that:  (i) the maximum number of Ordinary Shares hereby authorised to be purchased is up to 100 per cent. of the Ordinary Shares in issue at the time of the passing of this resolution; and  (ii) the maximum price which may be paid for any Ordinary Share is the prevailing Net Asset Value per Ordinary Share and the minimum price which may be paid for any Ordinary Share is US\$0.01; and  (iii) this authority shall expire at the conclusion of the next annual general meeting of the Company or 18 months after the passing of this resolution (whichever is earlier).			

Dated.....2017

Signature .....  
(NAME IN BLOCK CAPITALS)

### NOTES:

- 1 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- 2 If you wish to appoint a person other than the Chairman of the Meeting as your proxy please delete the words “the Chairman of the Meeting” and print the name and address of the person you wish to appoint in the space provided.
- 3 Please indicate with an “X” in the appropriate space beside the resolution how you wish your proxy to vote on your behalf on a poll. Unless otherwise so instructed, your proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
- 4 This form of proxy must be signed by the member or his attorney duly authorised in writing, or if the appointor is a corporation then the form of proxy must be executed under the hand of an officer of the corporation duly authorised on their behalf.
- 5 A member entitled to attend and vote is entitled to appoint one or more parties to attend and, on a poll, to vote instead of him/her. A proxy need not also be a member. In the case of joint holders, if more than one such joint holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- 6 This form of proxy should be completed and lodged at the Company’s registered office c/o Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB, British Isles, (Fax: +44 (0)1624 692601) by no later than 48 hours before the time appointed for holding the meeting together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority.

*Affix  
stamp  
here*

**Galileo Fund Services Limited  
Millennium House  
46 Athol Street  
Douglas  
Isle of Man  
IM1 1JB  
British Isles**