



PROXY FORM

EXTRA-ORDINARY GENERAL MEETING of Chapel Hill Denham Nigeria Infrastructure Debt Fund ('the Fund') to be held virtually on Wednesday, September 16, 2020 at 10am

I/We of being a unitholder of Chapel Hill Denham Nigeria Infrastructure Debt Fund hereby appoint ** or failing him/her, as my/our proxy to act and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Fund to be held on Wednesday, September 16, 2020 or at any adjournment thereof.

Dated this day of 2020

Name of Unitholder Signature of Unitholder

SPECIAL BUSINESS

- 1. To consider and, if thought fit, pass the following Special Resolution of the Fund:
a. that the Amended and Restated Programme Trust Deed reflecting the amendments (approved the Securities and Exchange Commission), be and is hereby approved;
b. that the Fund Manager and Joint Trustees be and are hereby authorised to take all necessary steps to give effect to the resolution.

Table with 3 columns: For, Against, Abstain

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

NOTES

- 1. Please sign the Proxy Form and deposit at the offices of the Registrars of the Fund, United Securities Limited, Plot 9 Amodu Ojikutu Street, Victoria Island, Lagos or forward via email to eforms@unitedsecuritieslimited.com and NIDF-IR@chapelhilldenham.com, not later than 48 hours before the date of the meeting.
2. Unitholders may appoint a proxy of their choice or appoint a proxy from the list of the proposed proxies to represent them at the Meeting:
- Mr. Charles Omoera (Representative of the Joint Trustees of the Fund)
- Mrs. Funmi Ekundayo (Representative of the Joint Trustees of the Fund)
- Mr. Mobolaji Balogun (Managing Director of the Fund Manager)
3. If executed by a corporate body, the proxy form should be sealed with the Common Seal or under the hand of a duly authorised officer.
4. For the appointment of the proxy to be valid for the purposes of the meeting, the Fund has made arrangements to bear the cost of stamp duties on the instrument of proxy.
5. In the case of Joint Unitholders, any of them may complete the form, but the name of all Joint Unitholders must be stated.
6. By submitting an instrument appointing a proxy(ies), a unitholder consents to the collection and use of the unitholder's personal data by the Fund Manager and the Registrar for the purpose of the processing and administration of the proxy form.