

## Form of Instruction - Annual General Meeting to be held on 31 May 2017



**To View the Annual Report, Notice and Proxy Statement online visit:**

**<http://atlasmara.com/>**

**To be effective, all forms of instruction must be lodged at the office of the Depositary at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 26 May 2017 at 6:00 PM (BST).**

### Explanatory Notes:

1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
3. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 6.00pm on 26 May 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any alterations made in this form should be initialled.
5. The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depositary in writing or email !UKALLDIteam2@computershare.co.uk
6. Should you require a printed copy of the Notice and Proxy Statement, please contact the Depositary in writing, alternatively ring +44 (0)370 707 4040, on or before 19 May 2017 to facilitate timely delivery.
7. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depositary Interest Register at close of business on 26 May 2017. Changes to entries on the Depositary Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Computershare Investor Services PLC (the "Depositary") and the Custodian accept no liability for any instruction that does not comply with these conditions.

### All Named Holders

# Form of Instruction



Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of the Company to be held at **375 Park Avenue, 21st Floor, New York, New York 10152, USA**, on **31 May 2017** at **1:00 pm (EST)**.

## Ordinary Resolutions

- |  | For                      | Against                  | Vote Withheld            |
|--|--------------------------|--------------------------|--------------------------|
| 1. THAT the Directors' Report and Accounts and the Auditors' Report for the financial year ended 31 December 2016 be and are received.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. THAT Ms. Rachel F. Robbins be re-appointed as a director of the Company until the conclusion of the next annual general meeting.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. THAT Mr. Tonye Cole be re-appointed as a director of the Company until the conclusion of the next annual general meeting.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. THAT Ms. Olufunke Opeke be re-appointed as a director of the Company until the conclusion of the next annual general meeting.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. THAT Mr. Amadou Raimi be re-appointed as a director of the Company until the conclusion of the next annual general meeting.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. THAT Mr. Eduardo Chivambo Mondlane, Jr. be re-appointed as a director of the Company until the conclusion of the next annual general meeting.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. THAT Mr. Robert E. Diamond, Jr. be re-appointed as a director of the Company until the conclusion of the next annual general meeting.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. THAT Mr. Ashish J. Thakkar be re-appointed as a director of the Company until the conclusion of the next annual general meeting.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. THAT following the departure of Mr. John Vitalo from the Company, effective 15 February 2017, his removal as a director on the board of the Company, all applicable subsidiary boards, and all applicable boards of affiliated companies, be and is noted and ratified. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. THAT KPMG Inc. be re-appointed as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting on such remuneration and terms of engagement as may be fixed by the Board.         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Date

DD / MM / YY

In the case of joint shareholders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

