

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 3rd Annual General Meeting of **NASD PLC** will hold on Friday, 6 May, 2016 at Meeting Room 3, Westwood Hotel, 22, Awolowo Road, Ikoyi, Lagos at 11am for the transaction of the following business:

1. To lay before the members the Audited Financial Statements for the year ended 31 December, 2015 together with the reports of Directors, Independent Auditors and Audit Committee thereon.
2. To re-elect directors.

Special notice is hereby given by the Company to the members in accordance with Section 256 of the Companies and Allied Matters Act, Cap. C20, Laws of the Federation of Nigeria 2004 that the following resolution will be moved at the Meeting:

“Mr. Chike Nwanze be re-elected a Director of the Company notwithstanding that he attained the age of 75 years on 7 November 2015”.

3. To authorise the Directors to fix the remuneration of the Independent Auditors.
4. To elect members of the Audit Committee.

Notes

(a) Special Notice

Mr. Chike Nwanze has given notice to the Company and by so doing hereby further discloses to members that he attained the age of 75 years on 7 November, 2015.

(b) Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member. A form of proxy is attached to the Annual Report and Accounts. All instruments of proxy should be stamped and deposited at the registered office of the Company, 9th Floor, UBA House, 57, Marina, Lagos or office of the Company Secretary, GIO Nominees Limited, 864B, Bishop Aboyade Cole Street, Victoria Island, Lagos not later than 48 hours before the time for holding the meeting.

(c) Audit Committee Members

In accordance with Section 359(5) of the Companies and Allied Matters Act, Cap. C20, Laws of the Federation of Nigeria 2004, any shareholder may nominate another shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the office of the Company Secretary, GIO Nominees Limited, 864B, Bishop Aboyade Cole Street, Victoria Island, Lagos at least 21 days before the Annual General Meeting.

(d) Closure of Register of Members

The Register of Members will be closed from the 8th day of April, 2016 to the 12th day of April, 2016, in terms of the provisions of section 89 of CAMA (both dates inclusive) for the purpose of preparing an up-to-date Register of Members.

DATED THIS 24TH DAY OF MARCH, 2016

BY ORDER OF THE BOARD



L. Omolola Ikwuagwu (Mrs.)
FRC/2015/NBA/00000007013
GIO NOMINEES LIMITED
Company Secretary