

## NOTICE OF 12<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **Twelfth Annual General Meeting** of **NASD PLC**. (The Company) will hold on Tuesday, the **26<sup>th</sup> day of August 2025** at The Strong Tower Hall, 40 Alfred Rewane Road, Ikoyi, Lagos at **11am** to transact the following business:

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the year ended December 31, 2024 together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. The following Directors will be retiring at this meeting:
  - i. Mr. Kayode Falowo
  - ii. Mr. Ariyo Olushekun
  - iii. Mr. Abubakar Lawal
4. To re-appoint KPMG as the Auditors of the Company and authorise the Directors to fix the remuneration of the Auditors.
5. To elect/re-elect members of the Statutory Audit Committee.
6. To disclose the remuneration of Managers pursuant to Section 257 of the Companies and Allied Matters Act 2020.

### SPECIAL BUSINESS

To consider and if thought fit, pass the following ordinary resolutions:

7. "That the total remuneration of Directors of the Company for the year ending December 31, 2025, be and is hereby fixed at ~~N~~7,575,000 (Seven Million, Five Hundred and Seventy-Five Thousand Naira only)."
8. "That the authorized share capital of the Company be and is hereby increased from N500,000,000 (Five Hundred Million Naira) to N600,000,000 (Six Hundred Million Naira) by the creation of 100,000,000 (One Hundred Million) additional shares of N1 per share, ranking pari passu in all respects with the existing ordinary shares in the share capital of the Company."
9. "That upon the recommendation of the Board of Directors, the sum of N 100,000,000 (One Hundred Million Naira) be credited from the Company's share premium account and capitalised as 100,000,000 (One Hundred Million) ordinary shares of N1.00 each by way

of bonus shares in the ratio of one new share for every five shares (1:5), held by shareholders whose names appear in the register of members at the close of business on 29 July 2025; and the shares so allotted shall be treated for all purposes as capital and not as income and shall rank pari passu with the existing shares of the Company.”

10. “That Clause 6 of the Company’s Memorandum of Association be and is hereby amended to reflect the new share capital of N600,000,000 (Six Hundred Million Naira) by the creation of the addition of up to 100,000,000 (One Hundred Million) ordinary shares of N1 each ranking pari passu with the ordinary shares of the Company bringing the total issued shares of the Company to 600,000,000 (Six Hundred Million) ordinary shares of N1 each.”
11. “That the Directors be and hereby authorised to perform all such acts and do all such things as may be necessary to give effect to the above resolutions including without limitation complying with the directives of SEC, the Corporate Affairs Commission and any relevant regulatory authority.”

## PROXY

- A. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her/its stead. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Company’s Registrars, Coronation Registrars Limited, 9 Amodu Ojikutu St, Victoria Island, Lagos, Nigeria, or sent via email to [eforms@coronationregistrars.com](mailto:eforms@coronationregistrars.com) not less than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report and may also be downloaded from the Registrars website at <https://www.coronation.ng/institutional/about-us/registrars/>.

## NOTES

### 1) AUDIT COMMITTEE

- In accordance with Section 404(6) of the Companies and Allied Matters Act , 2020 any shareholder may nominate another shareholder for election to the Audit Committee by giving notice in writing of such nomination to the email of the Company Secretary [likwuagwu@ikoliokagbue.com](mailto:likwuagwu@ikoliokagbue.com) or to [legalcompliance@nasdng.com](mailto:legalcompliance@nasdng.com) at least 21 days before the Annual General Meeting. Nominations can also be submitted to the Company Secretary, GIO Nominees Limited, 864B, Bishop Aboyade Cole Street, Victoria Island, Lagos.
- The Code of Corporate Governance for Public Companies issued by the Securities and Exchange Commission provides that members of the Audit Committee should be financially literate and able to read financial statements. We therefore request that all nominations to the Audit Committee should be accompanied with the Curriculum Vitae of the Nominees.

**2) PAYMENT OF DIVIDEND**

The Board of Directors has recommended a dividend payment N0.20 kobo per ordinary share of N1.00 each for approval by shareholders. If the payment of a dividend is approved and declared by members at the Annual General Meeting, the dividend will be paid electronically to the accounts of shareholders whose names are registered in the Company's Register of Members as at close of business on 29 July 2025, will be credited on the 26<sup>th</sup> day of August 2025.

**3) LIVE STREAMING OF AGM**

The AGM will be streamed live. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at [www.nasdng.com](http://www.nasdng.com).

Shareholders who wish to attend and vote at the meeting virtually can do so using the Coronation Virtual platform. The Link and the Access Code to attend and participate in the meeting virtually via the Coronation Virtual platform would be shared with the shareholders with valid email addresses on the night before the meeting date, being, August 25, 2025.

**4) CLOSURE OF REGISTER OF MEMBERS**

The Register of Members will be closed from the July 30 - August 5, 2025 (both days inclusive) for the purpose of updating the Register of Members.

**5) UPDATE OF SHAREHOLDERS INFORMATION**

Shareholders are required to update their email address and other contact details with the Registrars by using this link <https://crlselfservice.coronation.ng/>

**6) E-ANNUAL REPORT**

The electronic version of the Annual report will be available at [www.nasdng.com](http://www.nasdng.com). Members who have provided their email details to the Registrars will receive the electronic version of the Annual Report via email. Additionally, Members who are interested in receiving the electronic version of the Annual Report may request via e-mail to [legalcompliance@nasdng.com](mailto:legalcompliance@nasdng.com). The annual report can be accessed via the Company's website at [www.nasdng.com](http://www.nasdng.com) and the Registrars website: <https://www.coronation.ng/institutional/about-us/registrars/>. Shareholders who have updated their records with their email address will also receive the e-copy of the document.

**7) ACCREDITATION AND VOTING**

Accreditation of shareholders at the meeting venue will commence by 9.00am on the AGM Day. The Voting shall be done electronically using the Coronation Virtual Platform. The Registrars would provide adequate guidance on the Accreditation and the Voting process at the meeting venue.

**8) SHAREHOLDERS' RIGHT TO ASK QUESTIONS**

The right of shareholders and other holders of the Company's securities to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Annual Report and Accounts is recognised. Please send questions, comments or observations to the Company, 9<sup>th</sup> Floor, UBA Building, 57, Marina, Lagos or the email of the Company

Secretary [likwuagwu@ikoliokagbue.com](mailto:likwuagwu@ikoliokagbue.com) or office of the Company Secretary, GIO Nominees Limited, 864B, Bishop Aboyade Cole Street, Victoria Island, Lagos not later than August 22, 2025. Questions will be presented at the Annual General Meeting and answered thereat.

**Dated this 22<sup>nd</sup> Day of July 2025**

**By Order of the Board**



**Mrs. L. Omolola Ikwuagwu**  
**FRC/2014/PRO/NBA/004/00000007013**  
**GIO Nominees Limited (Company Secretary)**