

NOTICE OF 10TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Tenth Annual General Meeting** of **NASD PLC**. (The Company) will be held on Tuesday, the **3rd day, October 2023** at LaCour Hotels, 3 Femi Okunnu Rd, Ikoyi, Lagos at **11.00 a.m.** to transact the following business:

ORDINARY BUSINESS

1. To present and consider the Audited Financial Statements of the Company for the year ended 31st December 2022 together with the Reports of the Directors, Auditors, and Audit Committee thereon.
2. To re-elect the following Directors who retire by rotation at this meeting and being eligible, offer themselves for re-election:
 - i. Mr. Olutola Mobolurin
 - ii. Mr. Chike Nwanze
 - iii. Mr. Oladipo Aina
3. To appoint KPMG as the Auditors of the Company and authorise the Directors to fix the remuneration of the Auditors
4. To elect/re-elect members of the Statutory Audit Committee.
5. 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:

6. "That the remuneration of Directors of the Company for the year ending December 31, 2023, be and is hereby fixed at Eight Million, Three Hundred and Twenty-Five Thousand Naira only (₦8,325,000) for Directors."

PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy from the proxies stated in the Notice 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 not less than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report.



SPECIAL NOTICE

Appointment of Auditors

A special notice is issued regarding the appointment of KPMG as the Auditors of the Company.

Re-election of Director aged 70 or more

In accordance with Section 282 of the Companies and Allied Matters Act, 2020 ("CAMA"), special notice is hereby given that the following directors are age 70 or more;

- Mr. Olutola Mobolurin has given notice to the Company and by doing so hereby further discloses to the members that he attained the age of 71 on October 31, 2022.
- Mr. Chike Nwanze has given notice to the Company and by doing so hereby further discloses to the members that he attained the age of 82 on November 7, 2022.
- Mr. Oladipo Aina has given notice to the Company and by doing so hereby further discloses to the members that he attained the age of 71 on May 11, 2023.

These disclosures are in compliance with the provisions outlined in the Companies and Allied Matters Act of 2020.

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 or 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 by the Curriculum Vitae of the Nominees.

2) 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.

3) CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from the 19th to the 22nd of September 2023 (both days inclusive) for the purpose of updating the Register of Members.

4) WEBSITE – ANNUAL REPORT

A copy of this Notice, the Annual Report and Accounts, and other information relating to the meeting can be accessed via the Company's website at www.nasdng.com. Shareholders who have submitted their email details to the Registrar will receive the electronic version of the Annual Report via email.

**5) UPDATE OF SHAREHOLDERS INFORMATION**

Shareholders are required to update their email addresses 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.nasdnng.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 it via e-mail to legalcompliance@nasdnng.com.

7) ACCREDITATION AND VOTING

Accreditation of shareholders at the meeting venue will commence by 9:00 a.m. on the AGM day. The Voting shall be done by show of hands 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, 9th Floor, UBA Building, 57, Marina, Lagos, or the email of the Company Secretary likwuagwu@ikoliokagbue.com or office of the Company Secretary, GIO Nominees Limited, 864B, Bishop Aboyade Cole Street, Victoria Island, Lagos not later than July 20, 2023. Questions will be presented at the Annual General Meeting and answered thereat.

Dated this 5th Day of September 2023

By Order of the Board

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

GIO NOMINEES LIMITED
864B, Bishop Aboyade Cole Str,
Victoria Island, Lagos