

NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Eleventh Annual General Meeting** of **NASD PLC**. (The Company) will hold on Tuesday, the **24th day of September 2024** at Colonades Hotel, 21 Alfred Rewane Road, Ikoyi, Lagos at **11am** 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 2023 together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To ratify the appointment of Mrs. Aisha Abraham as an Independent Non-Executive Director.
3. To re-elect the following Directors who retire by rotation at this meeting and being eligible, offer themselves for re-election:
 - i. Mrs. Kenechi Ezezikah
 - ii. Mrs. Olayimikah Bolo
 - iii. Mr. Ishmael Ebhodaghe
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 special resolution:

7. "That the Articles of Association of the Company be amended by consolidating Articles 112 of the Articles adopted by a special Resolution passed by the Company on the 17th day of July 2019 with Articles 13-14 of the Company's Articles of Association in one document and generally to bring the Articles in line with the Model Articles as set out in the Companies Regulations 2021".

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

8. "That the total remuneration of Directors of the Company for the year ending December 31, 2024, be and is hereby fixed at ₦8,325,000 (Eight Million, Three Hundred and TwentyFive Thousand Naira)"

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/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.

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 to 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) 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.

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, September 23, 2024.

3) CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from the 10th to 13th of September 2024 (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 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. 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.

7) ACCREDITATION AND VOTING

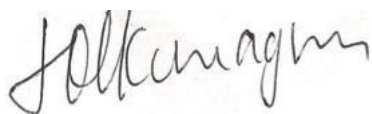
Accreditation of shareholders at the meeting venue will commence by 9.00am on the AGM Day. The Voting shall be done by show of hands using the Coronation Virtual Platform. The Registrars would provide adequate guidance on the Accreditation and the Voting process at the meeting venue.

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, 2024. Questions will be presented at the Annual General Meeting and answered thereat.

Dated this 31st Day of July 2024

By Order of the Board



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

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