

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Eighth Annual General Meeting** of **NASD PLC** . (The Company) will hold on **Friday, 18 June 2021** at NASD PLC, 9th Floor, UBA House, 57 Marina, Lagos at **11.00am** to transact the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the year ended 31st December 2020 together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To elect Mr. Ayodeji Adigun as a Non-Executive Director.
3. To elect Mrs. Olayimikah Bolo as a Non-Executive Director.
4. To re-elect Mr. Olutola Mobolurin as a Non-Executive Director.
5. To re-elect Mr. Oladipo Aina as a Non-Executive Director.
6. To re-elect Mr. Abubakar Lawal as a Non-Executive Director.
7. To re-elect Mr. Chike Nwanze as a Non-Executive Director.

Special notice is hereby given by the Company to the members in accordance with Section 278 of the Companies and Allied Matters Act, 2020 that the following resolution will be moved at the Meeting:

“That Mr. Chike Nwanze be re-elected a Director of the Company notwithstanding that he attained the age of 80 years on 7 November 2020”.

8. To authorise the Directors to fix the remuneration of the Auditors.
9. To elect members of the Statutory Audit Committee.
10. Pursuant to Section 257 of the Companies and Allied Matters Act 2020, to disclose the remuneration of Managers.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following as a special resolution:

11. Amendment of Articles of Association

“That pursuant to Section 53 of the Companies and Allied Matters Act, 2020, the Articles of Association of the Company be hereby altered by the insertion of a new **Clause 14** as follows:

“Electronic Meetings



- a. Any Board or Committee meeting may be conducted by one or more means of remote communication through which all of the Directors may participate with each other during the meeting, if the number of Directors participating in the meeting would be sufficient to constitute a quorum.
- b. Participation in a meeting by remote communication constitutes presence in person at the meeting. In the event a meeting is to be held by remote communication, the Board shall establish the procedures for the conduct thereof including, without limitation, the procedure for voting by telephonic, electronic or other communications facility."

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 in accordance with the Corporate Affairs Commission guidelines on holding General Meetings using proxies. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, Coronation Registrars Limited, 9 Amodu Ojikutu St, Victoria Island, Lagos, Nigeria, not less than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report.

NOTES

1) COMPLIANCE WITH COVID-19 RELATED DIRECTIVES AND GUIDELINES

In the interest of public safety and having due regard to the Nigeria Centre for Disease Control (NCDC) COVID-19 Guidance for Safe Mass Gatherings in Nigeria, (and the restrictions on public gatherings by the Lagos State Government) and pursuant to the Corporate Affairs Commission's (CAC) Guidelines on holding Annual General Meetings by Public Companies using Proxies, only persons indicated to be selected proxies on the Proxy Form would attend the Meeting physically. All other Shareholders would be required to attend the Meeting online and to vote at the Meeting through a proxy.

In view of the above, the CAC has approved that attendance to the Meeting shall only be by proxy to ensure public health and safety. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

- | | | |
|---------------------------|---|------------------------------|
| 1. Mr. Olutola Mobolurin | - | Chairman |
| 2. Mr. Bola Ajomale | - | Managing Director |
| 3. Mr. Kasimu Garba Kurfi | - | Shareholder's representative |

Shareholders are therefore requested to submit their completed proxy forms in line with the Corporate Affairs Commission's Guidelines to the email of the Company Secretary likwuagwu@ikoliokagbue.com or to legalcompliance@nasdng.com not later than June 15 2021 to enable the Company stamp the proxy forms and lodge same with Coronation Registrars not later than 48 hours prior to the meeting.

2) SPECIAL NOTICE

Mr. Chike Nwanze has given notice to the Company and by doing so hereby further discloses to members that he attained the age of 80 years on 7 November 2020.

3) 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 to the email of the Company Secretary likwuagwu@ikoliokagbue.com or to legalcompliance@nasdng.comoffice 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.

4) 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.nasdnq.com.

5) CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from the 5th to 11th June 2021 (both days inclusive) for the purpose of updating the Register of Members.

6) WEBSITE

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.nasdnq.com. Shareholders who have submitted their email details to the Registrar will receive the electronic version of the Annual Report via email.

7) 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 June 15, 2021. Questions will be presented at the Annual General Meeting and answered thereat.

Dated this 21st Day of May 2021

By Order of the Board

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

