



# Proxy Form

## For The 61st Annual General Meeting

The Sixty-First Annual General Meeting of Nigerian Exchange Group Plc (NGX Group) will hold at the Event Centre, 20th floor, Nigerian Exchange Group House, 2/4 Custom Street Lagos, on Friday, 30 September 2022 at 11:00 a.m.

Name of Shareholder: .....

Address: .....

hereby appoint .....

as my proxy<sup>1</sup> to act and vote on my behalf at the Annual General Meeting of Nigerian Exchange Group Plc. scheduled for Friday, 30 September 2022 at 11:00 a.m.

Dated this 7th day of September 2022



.....  
Member's Signature/Seal

.....  
Member's Name

### ATTENDANCE BY PROXY

<sup>1</sup>In line with CAC Guidelines, attendance at the AGM shall be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

- a. Mr. Oscar N. Onyema, OON
- b. Mr. Apollos Ikpobe
- c. Dr. Okechukwu Itanyi
- d. Prof. Enase Okonedo
- e. Dr. Umaru Kwairanga
- f. Mrs. Ojinika Olaghere
- g. Mr. Sam Onukwue
- h. Chief Patrick Ezeagu

S/N	AGENDA	FOR	AGAINST	ABSTAIN
i)	<b>ORDINARY BUSINESS</b>			
	1. To re-elect the following Non-Executive directors that are retiring by rotation;			
	a. Mr. Apollos Ikpobe;			
	b. Dr. Okechukwu Itanyi; and			
	c. Professor Enase Okonedo			
	2. To appoint Ernst and Young as the external auditors of Nigerian Exchange Group Plc and to authorise the Board to fix its remuneration.			
	3. To elect/re-elect members of the Statutory Audit Committee.			

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S/N	AGENDA	FOR	AGAINST	ABSTAIN
ii)	SPECIAL BUSINESSES:			
	4. To re-elect Otunba Abimbola Ogunbanjo as a Non-Executive Director and the Chairman of the Board for a period of one year and until the next annual general meeting, commencing on 1 September 2022.			
	5. To re-elect the underlisted persons to the Board of Directors to continue to serve as directors of Nigerian Exchange Group Plc commencing on 1 September 2022, until the conclusion of the transition arrangements or until the next annual general meeting, whichever is earlier. The said directors and their designations are as follows: i. Mrs. Fatimah Bintah Bello-Ismael - Non-Executive Director (Member) ii. Mr. Oluwole Adeosun - Non-Executive Director (Member) iii. Mr. Chidi Agbapu - Non-Executive Director (Member) iv. Mr. Patrick Ajayi - Non-Executive Director (Member)			
	6. To consider and if thought fit, pass with or without any modifications, the following sub-joined ordinary resolutions:  (i) That the Company be and is hereby authorized to raise additional capital of up to N35,000,000,000 (Thirty-Five Billion Naira) through a hybrid offering of equity and debt in the following quantum: up to N20 billion (or its USD equivalent) in equity and up to N15 billion in debt (Capital Raise Transaction).  (ii) The Capital Raise Transaction may take the form of the issuance of shares (whether by way of a public offering, private/special placement, rights issue), global depository receipts, convertibles or non-convertibles, medium term notes, notes, bonds and/or any other instruments or methods either as a standalone or by way of a programme, in such tranches, series or proportions, at such prices, coupon or interest rates, within such maturity periods, and on such terms and conditions; including through a book building process or other process all of which shall be as determined by the Board of Directors, subject to obtaining the approvals of relevant regulatory authorities.  (iii) The Board of Directors be and is hereby authorized to enter into any agreements and or execute any other documents, appoint such professional parties and perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions, including without limitation, complying with directives of any regulatory authority.			
	7. To consider and if thought fit, pass with or without any modifications, the following sub-joined special resolutions:  (i) That in compliance with Section 124 of the Companies and Allied Matters Act 2020 (as amended) and Regulation 13 of the Companies Regulation 2021, the cancellation of all of the unissued shares of the Company is hereby approved.  (ii) For the purposes of implementing the cancellation of the Company's unissued shares, the Board of Directors is hereby authorized to execute all relevant documents, take all such lawful steps as may be required by statute and or regulations and do such other acts or things as may be necessary, supplementary, consequential, or incidental for the purpose of giving effect to this resolution.			
	8. To consider and if thought fit, pass with or without any modifications, the following as a Special Resolution:  That subsequent to the cancellation of all of the unissued shares in the share capital of the Company in accordance with resolution 9 above, Clause 6 of the Memorandum and Articles of Association (MemArts) should be amended as necessary to reference only the issued shares in the share capital of the Company. Other amendments to the MemArts to give effect to the cancellation should also be effected.			



**NOTE:**

**1. PROXY**

- a) A shareholder entitled to attend and vote at the Annual-General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. A Proxy need not be a shareholder.
- b) A blank proxy form is attached to the Notice and may also be downloaded from Nigerian Exchange Group Plc (NGX Group)'s website at [www.ngxgroup.com](http://www.ngxgroup.com)
- c) All instruments of proxy should be duly stamped at the Stamp Duties Office and deposited at either the registered office of NGX Group's Registrars, DataMax Registrars, (2C Gbagada - Oworonshoki Expressway, Gbagada, Lagos) or via email to [datamax@datamaxregistrars.com](mailto:datamax@datamaxregistrars.com) or [contactcenter@ngxgroup.com](mailto:contactcenter@ngxgroup.com) at least 48 hours before the time of holding the meeting.

**2. STAMPING OF PROXY**

The Company has made arrangements, at its cost, for the stamping of the duly completed and signed proxy forms submitted at either the registered office of NGX Group's Registrars, DataMax Registrars (stated above) or via email to [datamax@datamaxregistrars.com](mailto:datamax@datamaxregistrars.com) or [contactcenter@ngxgroup.com](mailto:contactcenter@ngxgroup.com)

**3. COVID-19 RELATED DIRECTIVES AND GUIDELINES**

The convening and proceedings at the AGM shall be conducted in compliance with all directives and guidelines issued (by the Federal Government of Nigeria, and Lagos State Health Authorities and Regulatory Agencies) to curb the spread of COVID-19 in Nigeria. In particular, the directives of the Lagos State Government and the guidelines issued by the Corporate Affairs Commission (CAC) on holding of AGM of Companies using Proxies shall be complied with.

**4. ATTENDANCE BY PROXY**

In line with CAC Guidelines, attendance at the AGM shall be by proxy only. Members are required to appoint a proxy of their choice from the list of nominated proxies below:

- a. Mr. Oscar N. Onyema, OON
- b. Mr. Apollos Ikpobe
- c. Dr. Okechukwu Itanyi
- d. Prof. Enase Okonedo
- e. Dr. Umaru Kwairanga
- f. Mrs. Ojinika Olaghere
- g. Mr. Sam Onukwue
- h. Chief Patrick Ezeagu

**5. LIVE STREAMING OF AGM**

The AGM will be streamed live to enable shareholders and other stakeholders who are unable to physically attend to follow the proceedings online. The link for live streaming will be made available on NGX Group's website at [www.ngxgroup.com](http://www.ngxgroup.com)

**6. STATUTORY AUDIT COMMITTEE**

The Audit Committee consists of three (3) Shareholder representatives and two (2) Directors. In accordance with Section 404 of the Companies and Allied Matters Act, 2020, 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 Company Secretary at least 21 days before the Annual General Meeting. Further, CAMA provides that all members of the Audit Committee shall be financially literate, and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. Consequently, a detailed resume disclosing requisite qualification should be submitted with each nomination.

**7. BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION**

Biographical details of Directors submitted for re-election are contained in the Annual Report.

**8. QUESTIONS FROM SHAREHOLDERS**

Shareholders reserve the right 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 or on any matter. Please send questions, comments or observations to Investors Relations by e-mail to [IR@ngxgroup.com](mailto:IR@ngxgroup.com) not later than 28 September 2022. Questions and answers will be presented at the Annual General Meeting.

**ADMISSION CARD**

The 61st (Sixty-First) Annual General Meeting of Nigerian Exchange Group Plc will hold at Event Centre, Nigerian Exchange Group House on **Friday, 30 September 2022 at 11 a.m.**

NAME OF SHAREHOLDER:.....

ADDRESS: .....