



Proxy Form

For The 60th Annual General Meeting

The 60th (Sixtieth) Annual General Meeting of Nigerian Exchange Group Plc (**NGX Group**) will hold at Transcorp Hilton Hotel, Abuja, on Thursday, 9 September 2021 at 11:30 a.m.

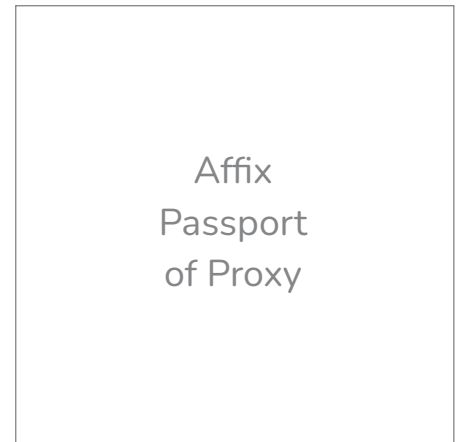
Name of Shareholder:

Address:

hereby appoint

as my proxy¹ to act and vote on my behalf at the Annual General Meeting of Nigerian Exchange Group Plc. scheduled for Thursday, 9 September 2021 at 11:30 a.m.

Dated this 16th day of August 2021



.....
Member's Signature/Seal

.....
Member's Name

ATTENDANCE BY PROXY

¹In 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) Otunba Abimbola Ogunbanjo
- b) Mr. Oscar N. Onyema, OON
- c) Dr. Umaru Kwairanga
- d) Mrs. Fatimah Bello-Ismail
- e) Dr. Okechukwu Itanyi
- f) Prof. Enase Okonedo
- g) Mr. Apollos Ikpobe
- h) Mrs. Ojinika Olaghere
- i) Chief Patrick Ezeagu
- j) Mr. Emeka Madubuiké

S/N	AGENDA	FOR	AGAINST	ABSTAIN
i)	ORDINARY BUSINESS			
	1. To re-elect the following Non-Executive directors that are retiring by rotation;			
	a. Mr. Patrick Ajayi;			
	b. Mr. Oluwale Adeosun; and			
	c. Mr. Chidi Agbapu.			
	2. To authorize the Board to fix the remuneration of the Auditors.			
	3. To elect members of the Statutory Audit Committee.			

Proxy Form

For The 60th Annual General Meeting

S/N	AGENDA	FOR	AGAINST	ABSTAIN
ii)	<p>SPECIAL BUSINESSES:</p> <p>4. "To consider and if thought fit, pass with or without any modifications, the following as an Ordinary Resolution to fix the remuneration of Non-Executive Directors:</p> <p>"It is approved that the fees payable shall be N8,000,000 per annum, and N5,000,000 per annum to the Chairman and other Directors respectively. For year 2021, the remuneration shall take effect from 1 March 2021 and shall be pro-rated accordingly. The fees shall be payable quarterly in arrears or at such other intervals agreed by the Board."</p>			
	<p>5. "To consider and if thought fit, pass as a special resolution (with or without any modifications), that the Board of Directors of Nigerian Exchange Group Plc. be and is hereby authorized to pay a total sum of N126,000,000 to all non-executive members of the erstwhile National Council of the Nigerian Stock Exchange as at 31 December 2020."</p>			
	<p>6. To consider and if thought fit, pass the following sub-joined resolutions as an ordinary resolution:</p> <p>(i) "That further to Members' approval at the Extra-Ordinary General Meeting of 3 March 2020 for the establishment of an Employee Share Ownership Plan for the benefit of qualifying employees of Nigerian Exchange Group Plc and its Subsidiaries, that the Company be and is hereby authorised to issue and allot 200,419,990 ordinary shares of 50 kobo each out of the authorised share capital of Nigerian Exchange Group Plc for the operation of a Long Term Incentive Plan consisting of a Deferred Bonus Plan (DBP) and an Employee Share Purchase Plan (ESPP), with effect from 1 January 2021, subject to obtaining requisite regulatory approvals."</p> <p>(ii) That the Board of Directors be and is hereby authorised to establish and operate a DBP for the benefit of qualifying members of the Senior and Executive Management of Nigerian Exchange Group Plc and its subsidiaries and an ESPP open to all employees of Nigerian Exchange Group Plc and its subsidiaries. The relevant details of the DBP and ESPP are contained in the Explanatory Note attached to this notice.</p> <p>(iii) That the Board of Directors be and is hereby authorised to establish an Employee Trust to oversee the administration of the DBP and ESPP.</p> <p>(iv) That the Board of Directors and Management be and are hereby authorised to draft relevant rules and policies, take all such actions, execute and deliver all such documents as may be deemed necessary or appropriate for the effective administration of the DBP and ESPP and to give effect to the foregoing resolutions and to ensure compliance with extant laws (tax laws, securities laws etc.) and regulations.</p>			



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 NGX Group's website at 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, (92C Gbagada - Oworonshoki Expressway, Gbagada, Lagos) or via email to datamax@datamaxregistrars.com or 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 or 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 Federal Capital Territory (FCT), Abuja Health Authorities and Regulatory Agencies) to curb the spread of COVID-19 in Nigeria. In particular, the directives of the FCT, Abuja 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. Otunba Abimbola Ogunbanjo
- b. Mr. Oscar N. Onyema, OON
- c. Dr. Umaru Kwairanga
- d. Mrs. Fatimah Bello-Ismail
- e. Dr. Okechukwu Itanyi
- f. Prof. Enase Okonredo
- g. Mr. Apollos Ikpobe
- h. Mrs. Ojinika Olaghere
- i. Chief Patrick Ezeagu
- j. Mr. Emeka Madubuiké

5. LIVESTREAMING 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

6. STATUTORY AUDIT COMMITTEE

The Audit Committee consists of 3 Shareholder representatives and 2 Directors. In accordance with Section 404 of the Companies and Allied Matters Act, 2020, any member may nominate a 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 or approval 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. Please send questions, comments or observations to Investors Relations by e-mail to IR@ngxgroup.com not later than 2 September 2021. Questions and answers will be presented at the Annual General Meeting.

ADMISSION CARD

The 60th (Sixtieth) Annual General Meeting of Nigerian Exchange Group Plc will hold at Transcorp Hilton Hotel, Abuja, on **Thursday, 9 September 2021 at 11:30 a.m.**

NAME OF SHAREHOLDER:.....

ADDRESS: