

## NOTICE OF THE SIXTY- SECOND ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixty-Second Annual General Meeting of Nigerian Exchange Group Plc will hold at the Event Centre, 20<sup>th</sup> floor, Nigerian Exchange Group House, 2/4 Customs Street Lagos, on Friday, 14 July 2023 at 11:00 a.m. prompt to transact the following businesses:

### ORDINARY BUSINESS

1. To present the Audited Financial Statements of Nigerian Exchange Group Plc. for the year ended 31 December 2022, and the Reports of the Board and the Auditors thereon.
2. To re-elect the following Non-Executive directors that are retiring by rotation;
  - a. Dr. Umaru Kwairanga;
  - b. Dr. Okechukwu Itanyi; and
  - c. Mrs. Ojinika Olaghere.
3. To authorise the Board to fix the remuneration of the external auditors.
4. Disclosure of the remuneration of Managers of Nigerian Exchange Group Plc.
5. To elect/re-elect members of the Statutory Audit Committee.

### SPECIAL BUSINESS

6. To approve the appointment of the following persons as Directors of Nigerian Exchange Group Plc:
  - (i) Mr. Sehinde Adenagbe (Non-Executive Director).
  - (ii) Mr. Ademola Babarinde (Non-Executive Director).
  - (iii) Mrs. Mosun Belo - Olusoga (Independent Non-Executive Director).
  - (iv) Mr. Mohammed Garuba (Non-Executive Director).
  - (v) Mr. Nonso Okpala (Non-Executive Director).
  - (vi) Mrs. Fatima Wali- Abdurrahman (Independent Non-Executive Director).
7. To consider and if thought fit, pass with or without any modifications as a special resolution, the amendment of Article 24 of the Company's Articles of Association to read that: "*The Board may increase the issued share capital of the Company and allot new shares of such amount as it considers expedient, provided that a prior approval to do so has been obtained from Shareholders at a General Meeting.*"

**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. 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)

3. 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, (CAMA) 2020, any shareholder 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 2020 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 qualifications should be submitted with each nomination.

4. BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION AND APPOINTMENT

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

5. 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 7 July 2023. Questions and answers will be presented at the Annual General Meeting.

Dated this 21 day of June 2023

By Order of the Board



Obehi Ikhaghe  
**Ag. Company Secretary**  
NGX Group House  
2/4, Customs Street  
Lagos, Nigeria