

**PROXY FORM**  
FOR THE 64TH ANNUAL GENERAL MEETING

The Sixty-Fourth Annual General Meeting of Nigerian Exchange Group Plc (NGX Group) will hold at the Event Centre, 20th Floor, Nigerian Exchange Group House, 2-4 Customs Street, Lagos, on Wednesday, 9 April 2025 at 11:00 a.m.

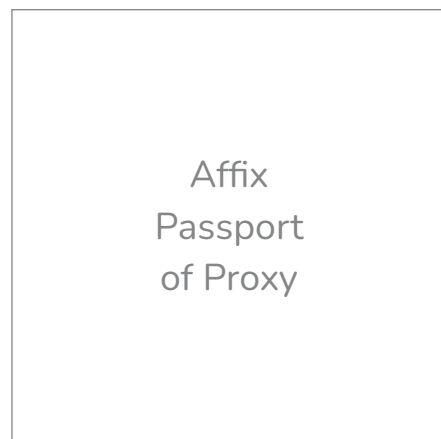
Name of Shareholder: .....

Address: .....

hereby appoint .....

as my proxy to act and vote on my behalf at the Annual General Meeting of Nigerian Exchange Group Plc. scheduled for Wednesday, 9 April 2025 at 11:00 a.m.

Dated this 25 day of February 2025



.....  
Member's Signature/Seal

.....  
Member's Name

AGENDA	FOR	AGAINST	ABSTAIN
<b>ORDINARY BUSINESS</b>			
1. To receive the Company's Audited Financial Statements for the year ended December 31, 2024, and the Reports of the Directors, Auditor, Board Evaluation Consultants and Audit Committee thereon.			
2. To declare a final Dividend.			
3. To re-elect the following Non-Executive directors that are retiring by rotation; a. Mr. Nonso Okpala; b. Mrs. Fatima Wali-Abdurrahman; and c. Mrs. Mosun Belo-Olusoga.			
4. To authorize the Board to fix the remuneration of Managers of Nigerian Exchange Group Plc.			
5. To disclose the remuneration of Managers of Nigerian Exchange Group Plc.			
6. To elect/re-elect members of the Statutory Audit Committee.			

# PROXY FORM

## FOR THE 64TH ANNUAL 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.

#### d) PAYMENT OF DIVIDEND

If the proposed Dividend of N2 per every N0.50 Kobo ordinary share is approved, it will be payable on Wednesday, 9 April 2025, to shareholders whose names appear in the Register of Members at the close of business on Thursday 13 March 2025. Shareholders who have completed the e-dividend mandate forms will receive direct credit of the dividend into their bank accounts on the payment date.

#### e) CLOSURE OF REGISTER AND TRANSFER BOOKS

Notice is hereby given that the Register of Members and Transfer Books of the Company will be closed from Friday, 14th day of March 2025 till Monday the 17th day of March 2025 both days inclusive for the purpose of preparing an up-to date Register of Members.

#### 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, 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 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 and copies of qualification certificates should be submitted with each nomination.

#### 4. BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION

Biographical details of Directors submitted for re-election 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 2 April 2025. Questions and answers will be presented at the Annual General Meeting.

Dated this 25th day of February 2025

By Order of the Board



**Izuchukwu Akpa**  
Ag. Company Secretary  
NGX Group House  
2-4, Customs Street  
Lagos, Nigeria

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### ADMISSION CARD

The 64th (Sixty-Fourth) Annual General Meeting of Nigerian Exchange Group Plc will hold at the Event Centre, 20th Floor, Nigerian Exchange Group House, 2-4 Customs Street, Lagos on **Wednesday, 9 April 2025 at 11:00 a.m.**

NAME OF SHAREHOLDER:.....

ADDRESS: .....