

NOTICE OF THE SIXTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Third Annual General Meeting of Nigerian Exchange Group Plc (‘the Company’) will hold at the Event Centre, 20th floor, Nigerian Exchange Group House, 2-4 Customs Street Lagos, on Monday, 29 April 2024 at 11:00 a.m. prompt to transact the following businesses:

ORDINARY BUSINESS

1. To receive the Company’s Audited Financial Statements for the year ended December 31, 2023, and the Reports of the Directors, Auditor, Board Evaluation Consultants and Audit Committee thereon.
2. To declare a final Dividend.
3. To ratify the appointment of Mr. Temi Popoola who was appointed as the Group Managing Director/Chief Executive Officer by the Board after the last Annual General Meeting.
4. To re-elect the following Non-Executive directors that are retiring by rotation,
 - a. Mr. Sehinde Adenagbe;
 - b. Mr. Ademola Babarinde; and
 - c. Mr. Mohammed Garuba.
5. To authorise the Board to fix the remuneration of the external auditors.
6. To disclose the remuneration of Managers of Nigerian Exchange Group Plc.
7. To elect/re-elect members of the Statutory Audit Committee.

SPECIAL BUSINESS

8. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“That the Directors Annual fees for the financial year ending December 31, 2024, and for succeeding years until reviewed by the Annual General Meeting be and are hereby fixed at N12,000,000 for Chairman, and N7,500,000 for each other Non-Executive Director respectively. Such fees to be payable quarterly in arrears or at such other intervals as approved by the Board.”

9. To consider and if thought fit pass the following sub-joined resolutions as an ordinary resolution:
- i. That subject to obtaining the approval of the relevant regulatory authorities, the Directors of the Company be and are hereby authorised to raise capital of up to ₦10,000,000,000 (Ten billion naira) by way of Rights Issue, through the issuance of ordinary shares, on such terms and conditions and at such time, as the Directors may deem fit or determine.
 - ii. That the Company be and is hereby authorised to increase its share capital from ₦1,102,309,954 to ₦1,347,309,954 (or to otherwise increase its share capital to an amount sufficient to accommodate the Rights Issue).
 - iii. The Directors be and are hereby authorized to appoint such professional parties and perform all such acts as may be necessary to give effect to the above resolutions, including without limitation, complying with directives of any regulatory authority.
10. To consider and if thought fit, pass the following as a special resolution:

That Clause 6 of the Company's Memorandum of Association be amended to reflect the new share capital of ₦1,347,309,954 by the increase and addition of 490,000,000 ordinary shares of ₦0.50 each ranking pari passu with the Company's existing ordinary shares bringing the Company's total share capital to ₦1,347,309,954 made up of 2,694,619,907 issued ordinary shares of ₦0.50 each.

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
- 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 or contactcenter@ngxgroup.com at least 48 hours before the time of holding the meeting.
- d) **PAYMENT OF DIVIDEND**
If the proposed Dividend of N0.75 Kobo per every N0.50 Kobo ordinary share is approved, it will be payable on Monday 29 April 2024 to shareholders whose names appear in the Register of Members at the close of business on Tuesday 26 March, 2024. 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 Wednesday the 27th day of March 2024 to Thursday the 28th day of March 2024 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

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 not later than 19 April 2024. Questions and answers will be presented at the Annual General Meeting.

Dated this 28th day of March 2024

By Order of the Board



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