

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 7<sup>th</sup> Annual General Meeting of LivingTrust Mortgage Bank Plc will be held by proxy at **Banquet Hall, Aeon Suites, No. 1, Femi Adefila Crescent, GRA, Osogbo, Osun State** on Thursday, the 10<sup>th</sup> day of June 2021 at 11:00am to transact the following business:

### ORDINARY BUSINESS

1. To lay the Audited Financial Statements for the year ended 31<sup>st</sup> December 2020, the Reports of the Directors, Auditors, and the Statutory Audit Committee thereon.
2. To declare Dividend
3. To re-elect the following Directors retiring by rotation:
  - Alhaji Adebayo Jimoh
  - Mr. Bola Oyebamiji
  - Mr. Adeniran Adewole
4. To authorize the Directors to fix the remuneration of the Auditor
5. To disclose the remuneration of Managers of the Company in accordance with section 238 and 257 of the Companies and Allied Matters Act 2020
6. To elect the Shareholders representatives of the Statutory Audit Committee

### NOTES

#### 1. Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy from the proxies listed in the Notice to attend and vote in his/her/its stead per the Corporate Affairs Commission Guidelines on holding Annual General Meetings using proxies. To be valid, a completed proxy form must be deposited at the office of the Registrar, African Prudential plc., Palmgrove bus stop, 220B Ikorodu Road, Somolu, Lagos State [cxc@africaprudential.com](mailto:cxc@africaprudential.com) Lagos not later than 3 working days before the time of the meeting. A blank proxy form is attached to the Annual Report and can also be downloaded on the Bank's website <https://livingtrustng.com>

#### 2. Attendance and Voting by Proxy

Given the COVID-19 pandemic and the consequential restriction on large gatherings in Nigeria, the Corporate Affairs Commission (CAC), has approved that attendance at the Annual General Meeting shall only be by proxy.

In the light of the above and the interest of public health and safety, only

persons nominated as designated proxies on the Proxy Form would attend the Meeting physically. All other Shareholders would be required to attend the Meeting and participate in the proceedings online via real-time streaming on the Bank's website and social media platforms.

The meeting shall be streamed online and members can view or connect via zoom. The meeting ID. And password shall be communicated to all members via mail.

Shareholders are therefore advised to appoint a proxy of their choice from the following individuals (Designated Proxies):

- (a) Alhaji Adebayo Jimoh
- (b) Mr. Yemi Adefisan
- (c) Mr. Michael Omolaja
- (d) Mr. Yaya Ajagbe
- (e) Otunba Adeboye Oladejo

The Designated Proxies are to attend the Meeting and vote on their behalf as well as on behalf of the Shareholders who selected them as proxies. The Designated Proxies are advised to comply with the relevant public health directives to protect themselves and the health of others.

**3. Stamping of Proxy**

The cost of stamping the instruments of proxy would be borne by the Company.

**4. Dividend**

If approved, a dividend in the sum of 1 kobo for every share of 50 kobo subject to withholding tax will be paid on June 14, 2021 to shareholders, whose names are registered in the Register of Members at the close of business on 21<sup>st</sup> day of May, 2021. Shareholders are advised to complete the e-dividend registration and mandated the Registrar to pay their dividends directly into their Bank Account.

**5. Closure of Register**

The Register of Members and Transfer Books of the Company will be closed From May 24<sup>th</sup> to May 28<sup>th</sup> 2021 (both dates inclusive), to enable the Registrar prepare for 2021, payment of dividend.

**6. E-Dividend Mandate**

Shareholders are requested to update their records and advise African Prudential Plc of their relevant bank Accounts for the payment of their dividends. Shareholders are advised to download the Registrar's E-Dividend Mandate Activation Form available on their website: <https://africaprudential.com/claim-your-dividend-here/> The forms can also be downloaded from African Prudential Plc's website at [cxc@africaprudential.com](mailto:cxc@africaprudential.com). The duly completed forms should be returned to African Prudential plc. African Prudential plc. Palmgrove bus stop, 220B Ikorodu Road, Somolu, Lagos State or to the Bank.

**7. E-Annual Report**

The electronic version of the Annual Report is available at <https://livingtrustng.com> Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email.

**8. Statutory Audit Committee**

The Statutory Audit Committee consists of three Shareholders and two Directors. Any member may nominate a Shareholder as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the Annual General Meeting. The Securities & Exchange Commission's Code of Corporate Governance provides that members of the Statutory Audit Committee should have basic financial literacy and should be able to read financial statements. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

**9 Re-election of Directors**

In accordance with the Provisions of the Company's Articles of Association, the Directors to retire by rotation at the 7<sup>th</sup> Annual General Meeting are Alhaji Adebayo Jimoh, Mr. Bola Oyebamiji and Mr. Adeniran Adewole.

The retiring Directors, being eligible, offer themselves for re-election.

The profiles of the Directors retiring by rotation are available in the Annual Report and on the Bank's website at <https://livingtrustng.com>

**10. Shareholders' Right to ask Questions**

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 Financial Statements. Please send questions to <https://livingtrustng.com> not later than 30<sup>th</sup> May 2021.

Dated this 17<sup>th</sup> day of May, 2021

**BY ORDER OF THE BOARD**



**Olabisi Fayombo Esq.**  
Company Secretary

**PROXY FORM**  
**7<sup>TH</sup> ANNUAL GENERAL METING**

I/WE, ..... being a member/members of LivingTrust Mortgage Bank plc. hereby appoint Mr. \_\_\_\_\_ as my/our proxy, to act and vote for me/us and on my/our behalf at the Annual General Meeting of the Bank to be held at **LivingTrust Mortgage Bank plc. Head Office, Osogbo** on Thursday, the 10<sup>th</sup> day of June 2021 at 11:00am or at any adjournment thereof.

Dated this.....day of..... 2021

.....  
Shareholder's  
Signature

S/N	ORDINARY BUSINESS	FOR	AGAINS T
1.	To receive the Audited Financial Statements for the year ended December 31, 2020 together with the reports of the Directors, Auditors and the Statutory Audit Committee thereon		
2.	To declare a Dividend		
3.	To elect/re-elect Directors		
	a) To re-elect Alhaji Adebayo Jimoh, a Non-Executive Director retiring by rotation		
	b) To re-elect Mr. Bola Oyebamiji, a Non-Executive Director retiring by rotation		
	c) To re-elect Mr. Adeniran Adewole, a Non-Executive Director retiring by rotation		
4.	To authorize the Directors to fix the remuneration of the Auditors for the 2021 financial year		
5.	To disclose the remuneration of Managers of the Company		
6.	To elect the Shareholders representatives of the Statutory Audit Committee		

Please indicate with an 'X' in the appropriate square how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion

**NOTE:**

- i. Further to the directives on physical distancing and the restriction of large public gatherings due to COVID- 19 pandemic, the Corporate Affairs Commission (CAC) has approved that the AGM be conducted through the use of proxies by Shareholders of the Bank. In view of the above, members should appoint a proxy of their choice from the following selected proxies to represent them at the meeting: (a) Alhaji Adebayo Jimoh (b) Mr. Yemi Adefisan, (c) Mr. Michael Omolaja (d) Mr. Yaya Ajagbe and (e) Otunba Adeboye Oladejo
- ii. A duly executed proxy form should be deposited with African Prudential Plc., African Prudential plc. Palmgrove bus stop, 220B, Ikorodu Road, Somolu, Lagos State not later than 3 working days before the time fixed for the meeting or [cxc@aficaprudential.com](mailto:cxc@aficaprudential.com).
- iii. For the appointment of a proxy to be valid for the purposes of the meeting, the Company has made arrangements, at its cost, for the stamping of the instruments of proxy.

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**Before posting this form, please tear  
off and retain this part**

**LIVINGTRUST MORTGAGE BANK PLC**

7<sup>th</sup> Annual General Meeting

Please admit the Shareholder named on this card or his duly appointed proxy to the Annual General Meeting of the Company to be held at **LivingTrust Mortgage Bank Plc. Head Office, Osogbo** on Thursday, the 10<sup>th</sup> day of June 2021 at 11:00am.

\_\_\_\_\_  
**Name of Shareholder/Proxy**

\_\_\_\_\_  
**Address**

\_\_\_\_\_  
**Signature**

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This card is to be signed at the venue in the presence of the Registrars