

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Second Annual General Meeting of NCR (Nigeria) PLC will be held at the Agip Recital Hall, Muson Centre, 8/9 Marina, Onikan, Lagos, on Wednesday the 2nd day of July, 2014 at 11 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive the Report of the Directors and the Audited Financial Statements for the year ended December 31, 2013, together with the reports of the Auditors and Audit Committee thereon.
2. To elect/re-elect Directors.
3. To authorize the Directors to fix the remuneration of the Auditors.
4. To elect members of the Audit Committee.

SPECIAL BUSINESS

5. To approve the remuneration of the Directors.

Notes

1. Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. The proxy form is contained in the Annual Reports and Financial Statements. If it is to be valid for the purpose of the Meeting, it must be completed, detached and deposited at the office of the Registrars, Union Registrars Limited, 2, Burma Road, Apapa, Lagos not later than 48 hours before the time appointed for holding the meeting.

2. Closure of Register of Members and Transfer Books

The Register of Members and Transfer Books of the Company will be closed from Monday 16th June, 2014 to Friday 20th June, 2014 (both dates inclusive) for the purpose of preparing an up-to-date Register of Members.

3. Nominations for the Audit Committee

Any member may nominate a shareholder as a member of the Audit Committee of the Company, by giving notice in writing of such nomination to the Company Secretary at least 21 days before the date of the Annual General Meeting.

4. Unclaimed Dividend Warrants

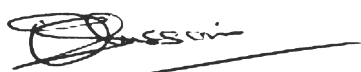
Some dividend warrants sent to shareholders' registered addresses are yet to be presented for payment or returned to the Registrar's Office for revalidation. Any member affected by this notice should write to the Company Secretary /Registrars or call at the Company's registered office during normal working hours. Shareholders are encouraged to update their mailing addresses by forwarding the latest information to the Company or its registrars, Union Registrars Limited.

5. E-Dividend

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend. Detachable application forms for e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their accounts to the Registrars as soon as possible.

Dated this 2nd day of June, 2014

BY ORDER OF THE BOARD



Olufunke Hussain (Mrs.)
Company Secretary

FRC/2013/NBA/00000002577

NCR (Nigeria) Plc
6, Broad Street
P.O. Box 509, Lagos