



DATE OF ISSUE: JUNE 23, 2026

PLACE OF ISSUE: BENIN, NIGERIA

RESOLUTIONS PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF AUSTIN LAZ AND COMPANY PLC HELD VIRTUALLY ON JUNE 18, 2026.

1. That the Company be and is hereby authorised to raise additional capital of up to N2,100,000,000.00 (Two Billion, One Hundred Million Naira) or such other amount or their equivalent as the Board of Directors may determine, through a Private Placement or Business Combination or Merger or Hybrid.
2. That the Unissued Shares of the Authorized Share Capital of the Company be used to issue the new shares pursuant to the Private Placement or Business Combination or Merger or Hybrid, ranking pari passu in all respects with the existing ordinary shares of the Company.
3. That the Board of Directors be and is hereby authorized to allot the new Ordinary Shares in connection with the Private Placement or Business Combination or Merger or Hybrid at a price of N5.00 per Share or as otherwise determined by the Board, to one or more investors in such tranches and on such terms and conditions as shall be determined by the Board.
4. That the Board of Directors be and is hereby authorized to finalize the terms and timeline for the Private Placement or Business Combination or Merger or Hybrid, as well as to consider, negotiate, finalize, and approve the list of potential investors in the mode as determined.
5. That the Board of Directors be and is hereby authorized to appoint all professional parties and execute, sign. or enter into all agreements, documents, deeds, undertakings or instruments necessary for the successful implementation of the agreed mode.

FACTORY/HEAD OFFICE:

6. That the Board of Directors be and is hereby authorized to take such further actions and do such further things as may be required to give effect to the above resolutions including but not limited to obtaining the approvals of the relevant Regulatory Authorities including, the Securities and Exchange Commission and the Nigerian Exchange Limited as well as complying with the directive(s) of any relevant regulatory authority.
7. That the Company Secretary be and is hereby authorized to take requisite steps to reflect the changes in the share capital structure of the Company at the Corporate Affairs Commission, including but not limited to effecting the necessary amendments to the Company's Memorandum and Articles of Association to reflect the increase in the Company's Share Capital pursuant to the foregoing resolutions.
8. AND THAT the Shareholders hereby ratify and adopt all steps already taken by the Board of Directors in connection with the proposed capital raise through Private Placement or Business Combination or Merger or Hybrid.



CHUKWUDI A. OFOR
IFEANYI OFOR & ASSOCIATES
Company Secretary