



## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of members of AUSTIN LAZ AND COMPANY PLC ("the Company") will hold virtually at 10:00a.m on June 18, 2026, to transact the following business:

### SPECIAL RESOLUTIONS

- 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,

#### FACTORY/HEAD OFFICE:

deeds, undertakings or instruments necessary for the successful implementation of the agreed mode.

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.

Dated this 22nd Day of May, 2026

**BY ORDER OF THE BOARD**



**CHUKWUDI A. OFOR**  
**IFEANYI OFOR & ASSOCIATES**  
**Company Secretary**

## NOTES

### 1. PROXY

A Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company. To be valid, a proxy form must be completed and stamped by the Commissioner of Stamp Duties and emailed to [info@firstregistrarsnigeria.com](mailto:info@firstregistrarsnigeria.com) or deposited at First Registrars & Investors Services Limited office at, 2 Abebe Village Road, Iganmu, Lagos not later than 48hours prior to the time of the meeting.

### 2. Closure of Register of Members.

**The Register of Members and** Transfer Books of the Company will be closed on May 25, 2026. to enable the Registrar to prepare the register of shareholders eligible to attend and vote at the meeting.

### 3. Rights of Shareholders to Ask Questions.

**Members** reserve the right to ask questions at the EGM. Members may also submit their questions in writing to the Company in line with Rule 19.12 of the Issuer Rules of the Nigerian Exchange Limited. Such questions must be addressed to the Company Secretary by electronic mail to [austinlazcoplc@gmail.com](mailto:austinlazcoplc@gmail.com) at least 24 hours before the meeting.

### 4. Live Streaming of the Extraordinary General Meeting

Pursuant to the provisions of the Business Facilitation (Miscellaneous Provisions) Act 2022 which allows public companies to hold general meetings electronically, the EGM will be held virtually. The link for the live streaming of the meeting is: <https://us05web.zoom.us/j/8639009851?pwd=fGaFHFxBz1iC7hip3acNYnJ8fam5jM.1&omn=82733515134> (Meeting ID: 863 900 9851, Passcode: 3Drgyq) and will be made available at the company's website at [www.austinlaz.com](http://www.austinlaz.com)

### 5. Website

A copy of this Notice and other information relating to the meeting would be found on the Company's website at [www.austinlaz.com](http://www.austinlaz.com)