

DEAP CAPITAL MANAGEMENT & TRUST PLC RC No. 452608

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 11th Annual General Meeting of DEAP CAPITAL MANAGEMENT & TRUST PLC will be held at HEIGHTS HOTEL 1, General Ogomudia Boulevard, Off Road 47, Babatunde Anjous Street, Off Admiralty Way, Lekki Scheme1, Lagos on Thursday October 3, 2024 at 11am to transact the following business:

A. Ordinary Business

1. To lay before the Company in General Meeting, the Consolidated Group Financial Statements for the year ended September 30, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, & 2023, the Reports of the Auditors, the Directors and the Statutory Audit Committee.
2. To elect/re-elect Directors
3. To authorize the Directors to fix the remuneration of the External Auditors
4. To elect Shareholders as members of the Statutory Audit Committee
5. To disclose the remuneration of the Management of the Company in line with section 257 of the Companies and Allied Matters Act (CAMA) 2020.

B. Special Business

6. To consider and if thought fit, pass the following resolutions as ordinary resolutions:
 - 6.1. "That the Directors' fees payable to each Director, save Executive Directors, until further notice, be and is hereby fixed at the sum of ₦500,000 (five hundred thousand Naira) for each Non-Executive Director save the Chairman, whose fees shall be fixed at the sum of ₦750,000 (seven hundred and fifty thousand Naira), such payments to be made effective from September 1, 2024".

6.2 That notwithstanding anything in the Articles of Association, and in accordance with the resolution proposed at the Extra-Ordinary General meeting of Deap Capital Management & Trust Plc held on August 6, 2015 under the auspices of the Securities & Exchange Commission (SEC) CHAIRED BY THE SEC APPOINTED CHAIRMAN OF THE INTERIM MANAGEMENT TEAM (IMT), MRS ANASTASIA BRAIMOH, FOR THE COMPANY AT THAT TIME, and the Resolutions passed thereof, the Directors are hereby authorized to convert the sum of ₦2,525,287,426 (Two Billion Five Hundred and Twenty Five Million, Two Hundred and Eighty Seven Thousand, Four Hundred and Twenty Six Naira), owed to nonbank creditors of the Company, into Ordinary shares of 50k each at a price of N1.69 Per Share in accordance with the resolutions passed at the Creditors Meeting of 20/08/24 subsequent to the EGM of August 6, 2015 by utilising a total of 1,499,340,000 (One Billion, Four Hundred and Ninety Nine Million, Three Hundred and Forty Thousand) Ordinary Shares of 50kobo each in the Un-issued share Capital of the company as at September 30, 2023.

6.3 That in accordance with the authority stated in paragraph 6.2 the Directors are authorized to exercise the powers of the company to issue and allot in consideration for the sum converted and as they deem fit with or without preferential allotments, 1,499,340,000 (One Billion, Four Hundred and Ninety-Nine Million, Three Hundred and Forty Thousand) Ordinary Shares of 50kobo each in the equity of the Company. Such shares upon issue and allotment shall be deemed to be paid up and shall rank pari pasu in all respect with the existing issued and paid-up Ordinary Shares of the Company.

6.4. That the Directors be and are hereby authorized to give effect to the above resolutions upon the receipt of the necessary permissions and approvals from the appropriate regulatory authorities and to deal with the fractional shares resulting from the allotments as they deem fit.

6.5. That the company is hereby authorized to raise additional capital whether by way of public offering, private/special placements, through issuance of shares, convertible or non-convertibles, medium term notes, bonds or any other instruments either as a standalone or by way of a programme, in such tranches, series or proportions, at such coupon or interest rates within such maturity periods, and on such terms and conditions, including through book building process, all of which shall be determined by the board of Directors, subject to obtaining the approvals of relevant regulatory authorities

7. To consider and if thought fit, pass the following resolutions as special resolutions:
“That the company is hereby authorized to raise additional capital whether by way of public offering, private/special placements, through issuance of shares, convertible or non-convertibles, medium term notes, bonds or any other instruments either as a standalone or by way of a programme, in such tranches, series or proportions, at such coupon or interest rates within such maturity periods, and on such terms and

conditions, including through book building process, all of which shall be determined by the board of Directors, subject to obtaining the approvals of relevant regulatory authorities.

NOTES

1. **Live Streaming of the AGM**

Further to the Business Facilitation (Miscellaneous Provisions) Act, which allows public Companies to hold meetings virtually, this AGM will be held virtually. This will enable Shareholders and other Stakeholder who are not able to attend physically to participate by logging in. The virtual meeting link for the AGM is <https://us06web.zoom.us/j/82481276999?pwd=3a7ZR03VmjaN1Ngb8rJgf0XdBs1dN>

K.1

Meeting ID :824 8127 6999

Passcode: Deap1

The virtual meeting link will also be available on the company's website at <https://www.deaplc.com.ng> and on the First Registrars Website at <https://firstregistrarsnigeria.com>

2. **Closure of the Register of Members**

The register of members and transfer Books of the Company will be closed from September 10, 2024 to September 13, 2024 (both dates inclusive) for the purpose of updating the Register of Members.

3. **Proxy**

A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the company. All instruments of proxy must be stamped at the Stamp Duties office and deposited with First Registrars and Investor Services Limited at 2, Abebe Village Road, Iganmu not later than 48 hours before the time for holding the Meeting. If the proxy form belongs to a corporate body, the proxy should be sealed with its common seal.

Where the shareholder who has appointed a proxy attends the meeting and he/she elects to vote through any of the channels provided by the company and not through the appointed proxy, such shareholder must communicate this in writing to the company secretary before the Commencement of the meeting. In such circumstances, the proxy will not be entitled to vote.

Note:All instruments of proxy will be stamped at the shareholder's expense.

4. **Statutory Audit Committee**

In accordance with section 404(6) of the Companies and Allied Matters Act 2020, any shareholder may nominate a shareholder for appointment to the Audit Committee. Such nomination should be in writing and reach the company Secretary not later than 21 days before the Annual General Meeting.

The Nigerian Code of Corporate Governance 2018 and the Guidelines of the Securities & Exchange Commission (SEC) stipulate that members of the Audit Committee should

have basic financial literacy and should be able to read and understand financial statements. Accordingly, a detailed Curriculum Vitae confirming the Nominee's qualification should be submitted with each Nomination.

5. Rights of Shareholders to Ask Questions.

Shareholders reserve the right to ask questions not only at the AGM and may submit their questions in writing prior to the Meeting. Such questions should be submitted to the Company Secretary ahead of the AGM in line with Rule 19.12© of the listing Rules of the Nigerian Exchange Limited. The questions may be submitted by electronic mail to ostionofirm@yahoo.com

6. E-Annual Report

The electronic version of this Annual Report (e-annual report) can be downloaded from the company's website or from the electronic notice of the meeting from First Registrars and Investor Services Limited. The e-annual Report will be emailed to all shareholders who have provided their email addresses to the Registrars. Text messages from the Registrars to the registered mobile phone numbers of shareholders for their shareholding accounts will also contain details of the link for downloading the e-annual report.

By Order of the Board



Osammor Otiono & Co
Company Secretary
101 Allen Avenue
Ikeja, Lagos

August 17, 2024

