



## NIGERIAN AVIATION HANDLING COMPANY PLC

HEAD OFFICE: nahco aviance House

Murtala Muhammed International Airport, PMB 013, Ikeja, Lagos.

☎ : +234 809 799 3267, 809 799 3268, 810 270 0179, 020 1330 1711

✉ : info@nahcoaviance.com

Member of  IATA  IGHC  ASQ  IATA-CAT  
THE INTERNATIONAL AIR CARGO ASSOCIATION

### NOTICE OF 45<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 45<sup>th</sup> Annual General Meeting (AGM) of **Nigerian Aviation Handling Company Plc** (nahco aviance) (“the Company”) will hold virtually via <https://youtube.com/live/waD4DdI5NmK?feature=share> on **Friday, 15<sup>th</sup> May 2026 at 11:00 a.m.** to transact the following businesses:

#### ORDINARY BUSINESS

1. To lay the Audited Financial Statements for the year ended 31<sup>st</sup> December 2025 together with the Report of the Directors, External Auditors and Audit Committee thereon.
2. To declare a dividend recommended by the Board of Directors of the Company in respect of the financial year ended 31<sup>st</sup> December 2025.
3. To re-elect the following Directors, who being eligible, offer themselves for re-election:
  - a. Mr. Abdulhamid Aliyu (Non-Executive Director).
  - b. Rev. Victor Abimbola Olaiya (Non-Executive Director).
  - c. Mrs. Adebisi Oluwayemisi Bakare (Independent Non-Executive Director)
4. To approve the appointment of PwC (PriceWaterhouseCoopers) as the Company’s external auditors in place of the retiring external auditor EY (Ernst & Young).
5. To authorize the Directors to fix the remuneration of the External Auditors for the 2026 financial year.
6. To disclose the remuneration of managers of the Company.
7. To elect members of the Audit Committee.

#### DIRECTORS:

Dr. Seinde Oladapo Fadeni (Chairman), Mr. Akinwumi Fanimokun, (Vice Chairman/INED), Mr. Olumuyiwa Olumekun (GMD/CEO), Dr. Olusola Obabori (Executive Director), Prince Saheed Lasisi (Executive Director), Mr. Salman Oluwatoyin, Mr. Tajudeen Shobayo, Mrs. Abimbola Adebakin (Independent Non-Executive Director), Prof. Enyinna Okpara, Mr. Abdulhamid Aliyu, Rev. Victor Olaiya, Mrs. Adebisi Bakare (Independent Non-Executive Director)

## SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolutions:

8. To approve the remuneration of the Non-Executive Directors of the Company for the year ending December 31, 2026.
9. 'That pursuant to Rule 20.8 of The Nigerian Exchange Issuers Rules, the general mandate given to the Company to procure goods and services and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms, be and is hereby renewed.'
10. 'That the share capital of the Company be and is hereby increased from N974,531,250.00 (Nine Hundred and Seventy Four Million, Five Hundred and Thirty One Thousand, Two Hundred and Fifty Naira) divided into 1,949,062,500 (One Billion, Nine Hundred and Forty Nine Million, Sixty-Two Thousand Five Hundred) ordinary shares of N0.50k (fifty kobo) each to N1,113,750,000.00 (One Billion, One Hundred and Thirteen Million, Seven Hundred and Fifty Thousand Naira) divided into 2,227,500,000 (Two Billion, Two Hundred and Twenty Seven Million, Five Hundred Thousand) ordinary shares of N0.50k (fifty kobo) each by the creation of additional 278,437,500 (Two Hundred and Seventy Eight Million, Four Hundred and Thirty Seven Thousand Five Hundred) ordinary shares of N0.50k (fifty kobo) each ranking pari-passu with the existing ordinary shares of N0.50k (fifty kobo).'
11. a) 'That the Directors having recommended, the sum of ~~N~~139,218,750.00 (One Hundred and Thirty-Nine Million, Two Hundred and Eighteen Thousand, Seven Hundred and Fifty Naira) be transferred from the Company's retained earnings or other reserve accounts to the share capital account. The amount thus transferred shall represent the value of 278,437,500 (Two Hundred and Seventy-Eight Million, Four Hundred and Thirty-Seven Thousand, Five Hundred) ordinary shares of fifty Kobo (~~N~~0.50K) each as fully paid up and to be allotted, distributed and credited as fully paid up to and amongst the members whose names are registered in the Company's Register of Members at the close of business on Friday 1<sup>st</sup> May 2026 in the proportion of one (1) new share of 50 kobo each for every seven (7) existing shares of 50 kobo each held by them. The shares distributed shall rank pari-passu with the existing shares in all respects and will be treated for all purposes as capital and not as income.'
- b) 'That the members shall be deemed to have given approval thereto expressly by the authority of the above resolution.'
- c) 'That where the issuance of the Bonus Shares results in a fraction of a share being held, the Company be authorised to round that fraction down to the nearest whole share or zero, as the Directors may deem fit.'

12. 'That pursuant to the resolution for the increase of the issued share capital by the allotment of new shares, the Directors be and are hereby authorised to alter Clause 6 of the Memorandum of Association of the Company to read: 'The share capital of the Company is N1,113,750,000.00 (One Billion, One Hundred and Thirteen Million, Seven Hundred and Fifty Thousand Naira) divided into 2,227,500,000 (Two Billion, Two Hundred and Twenty-Seven Million, Five Hundred Thousand) ordinary shares of N0.50k (fifty kobo) each, with power to increase the capital and to divide the capital for the time being into several classes of shares.
13. 'That the Directors be and are hereby authorized to enter into and execute agreements, deeds, notices or any other documents and to perform all acts and to do all such other things necessary for or supplementary, consequential or incidental to giving effect to Resolutions 10, 11 and 12 above, including without limitation, appointing such professional parties, consultants and advisers and complying with the directives of the regulatory authorities without being required to seek any further consent or approval of the members.'

### **Proxy**

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her place. A proxy need not be a member of the Company. A proxy form is enclosed in the Annual Report. For the instrument of proxy to be valid for the purposes of this meeting, it must be duly completed, duly stamped, and must be deposited at the office of the Registrar, CardinalStone Registrars Limited, 358, Herbert Macaulay Way, by St. Dominic Catholic Church, Sabo, Yaba, Lagos or by email to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com), not less than 48 hours before the time fixed for the meeting. The cost of stamping the proxy forms will be borne by the Company.

### **Virtual Meeting Link**

Further to the signing into law of the Business Facilitation (Miscellaneous Provisions) Act, 2022 which allows public companies to hold meetings electronically, this AGM will be held virtually. The virtual meeting link for the Annual General Meeting is <https://youtube.com/live/waD4DdI5Nmk?feature=share> The virtual meeting link will also be available on the Company's website at [www.nahcoaviance.com.ng](http://www.nahcoaviance.com.ng)

### **Dividend**

If the dividend recommended by the Directors is approved, the dividend will be paid on Friday 15<sup>th</sup> May 2026 to shareholders whose names appear in the Register of Members at the close of business on Friday 1<sup>st</sup> May 2026.

### **E-Dividend**

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend payment in line with the Securities and Exchange

Commission (SEC) directives. Detachable application form for the e-dividend is attached to the Annual Report to enable all shareholders to furnish particulars of their bank accounts to the Registrar as soon as possible. The e-dividend form is also available on the website of our Registrar [www.cardinalstoneregistrars.com](http://www.cardinalstoneregistrars.com).

### **Unclaimed Dividend**

Shareholders are hereby informed that several dividend warrants have been returned to the Registrars as “unclaimed”. Any member affected by this notice is advised to contact the company's Registrars, CardinalStone Registrars Limited located at 358, Herbert Macaulay Way, Yaba, Lagos Tel: +23417120090, Fax: +234 (1)7100444, [info@cardinalstoneregistrars.com](mailto:info@cardinalstoneregistrars.com). The list of unclaimed dividends can be accessed via the Company's website: [www.nahcoaviance.com.ng](http://www.nahcoaviance.com.ng) or the Registrar's website [www.cardinalstone.com](http://www.cardinalstone.com)

### **Closure of Register of Members**

The Register of Members and Transfer Books of the Company will be closed from Monday 4<sup>th</sup> May 2026 to Wednesday 6<sup>th</sup> May 2026 (both dates inclusive) to enable the Registrar to update its records.

### **Nominations for the Audit Committee**

In accordance with section 404(6) of the Companies and Allied Matters Act 2020 any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. The Act provides that members of the Audit Committee must have financial literacy. Therefore, nominations should be accompanied by a copy of the nominee's curriculum vitae confirming the nominee's qualification.

### **Right to Ask Questions**

It is the right of shareholders to ask questions not only at the Annual General Meeting but also in writing prior to the meeting. Such questions should be addressed to the Company Secretary and submitted at the registered office of the Company not later than one week before the Annual General Meeting.

### **Voting by Interested persons**

In line with the provisions of Rule 20.8(h) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 9 above.

### **Directors' Profiles**

The profiles of the Directors, including those for re-election, are enclosed in the Annual Report and can be accessed on the Company's website: [www.nahcoaviance.com.ng](http://www.nahcoaviance.com.ng)

## Electronic Annual Report

The electronic version of the Annual Report will be available online for viewing and download from the Company's website: [www.nahcoaviance.com.ng](http://www.nahcoaviance.com.ng) Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email. Furthermore, shareholders who are interested in receiving the electronic version of the Annual Report should request for it via email to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com).

BY ORDER OF THE BOARD

Dated this Monday, 30<sup>th</sup> March 2026



Bello A. Abdullahi

FRC/2013/ PRO/NBA/004/00000002301

Dikko & Mahmoud (Solicitors & Advocates)

FRC/2025/COY/647154

COMPANY SECRETARY

Nahco aviance House, Murtala Mohammed International Airport, Ikeja  
Lagos, Nigeria