

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Abbey Mortgage Bank Plc (the “Company”) will be held virtually via <https://abbeymortgagebank.com/egm> on Friday, 24th January 2025 at 11am, to transact the following special businesses:

SPECIAL BUSINESS

ORDINARY RESOLUTION

To consider and if thought fit, pass the following as an ordinary resolution:

- (a) “That pursuant to provisions of Section 127 (1) of the Companies and Allied Matters Act 2020 (as amended by Section 9 of the Business Facilitation (Miscellaneous Provisions) Act (“BFA”) particularly Paragraph 3 of Part I of the Schedule to the BFA, the Board of Directors of the Company be authorised to increase and allot the issued share capital of the Company for the purpose of raising additional capital and meeting the new capital requirements of the Central Bank of Nigeria for a regional commercial bank”.
- (b) “That the new ordinary shares shall rank pari passu with the existing ordinary shares of the Company”
- (c) “That the Directors be and are hereby authorized to take all such actions as they may deem necessary or advisable in order to carry into effect the above resolution, including without limitation the appointment of professional parties and advisers, allotting the shares arising from the share capital increase and listing same on the floor of the Nigeria Exchange Limited, complying with the directives of regulatory authorities, and to take all such actions as they may deem necessary or advisable in order to carry into effect the purpose and intent of the foregoing resolutions”

SPECIAL RESOLUTION

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

- (a) “That in view of the Company’s strategy of transitioning into a regional commercial bank, there should be a change of the legal and brand name of the Company from Abbey Mortgage Bank Plc to “Abbey Bank Plc”
- (b) “That the existing provisions of the Company’s Memorandum and Articles of Association be replaced with newly formulated version, annexed to this notice, reflecting the change of name and new object clauses in alignment with the Company’s strategy of transitioning into a regional commercial bank”
- (c) “That the Directors be and are hereby authorized to take all such actions as they may deem necessary or advisable in order to carry into effect the purpose and intent of the foregoing resolutions, including without limitation the appointment of professional parties and advisers, complying with the directives of regulatory authorities, and to take all such actions as they may deem necessary or advisable in order to carry into effect the purpose and intent of the foregoing resolutions”

NOTES:

1. ATTENDANCE AND VOTING BY PROXY

A member of the Company entitled to attend, and vote is entitled to appoint a proxy to attend instead of him/her. A proxy form is attached to this notice and if it is to be valid for the purpose of this meeting, it must be completed, stamped and deposited at the office of the Company’s Registrars – Africa Prudential Plc, 220B, Ikorodu Road, Palmgrove, Lagos or via email: cxc@africaprudential.com not later than 48 hours before the meeting.

2. MEMORANDUM AND ARTICLES OF ASSOCIATION (WEBSITE)

Shareholders can access the notice of Extraordinary General Meeting and draft Memorandum and Articles of Association on the Company’s website using the link: <https://www.abbeymortgagebank.com>.

3. MEETING LINK AND ONLINE STREAMING OF EGM

Further to the provisions of the Business Facilitation (Miscellaneous Provisions) Act 2022 which allows public companies to hold meetings electronically and Article 59 of the Company’s Articles of Association, this meeting will be held virtually. The virtual meeting link for the EGM will be live streamed at <https://abbeymortgagebank.com/egm> and will also be available on the Company’s website <https://www.abbeymortgagebank.com> and other social media platforms for the benefit of the shareholders.

4. CLOSURE OF REGISTER

In compliance with Section 114 of Companies and Allied Matters Act 2020 (as amended), the Register of Members and Transfer Books of the Company will be closed from Friday, 17th January 2025 to Tuesday, 21st January 2025, both dates inclusive for the purpose of preparing an up-to-date Register of Members.

5. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

A Shareholder has the right to ask questions not only at the meeting but in writing prior to the meeting.

BY ORDER OF THE BOARD

Dated the 27th day of December 2024



Geoff O. Amaghereonu Esq.
Company Secretary
FRC/2013/NBA/00000002815

HEAD OFFICE
23 Karimu Kotun Street
Victoria Island Lagos

CONTACT
+2347080636000
+2347080636033
+2347080636025

BOARD OF DIRECTORS

High Chief Samuel Oni (**Chairman**), Mr. Mobolaji Adewumi (**Managing Director/CEO**), Mr. Oladipupo Adeoye (**ED, Treasury & Business Growth**)
Non-Executive Directors Prof. Marius Umego, Brig-Gen John Obasa (rtd), Mrs. Christabel Onyejekwe, Ms. Jewel Okwechime, Ms. Chika Ochonogor, Mr. Obinna Ufudo

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