



# THE Nigerian STOCK EXCHANGE

## NOTICE OF AN EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Members of The Nigerian Stock Exchange (“The Exchange”) will be held on Tuesday March 3, 2020 at The Grand Banquet Hall, Civic Centre, Ozumba Mbadiwe Avenue, Victoria Island, Lagos at 1:00p.m. to transact the following businesses:

### SPECIAL BUSINESS

#### Ordinary Resolutions

#### Appointment of Directors

1. To consider and if thought fit pass the following as Ordinary Resolutions:

- i. That the directors that have been nominated for appointment to the Board of Directors of Nigerian Exchange Group Plc be appointed by way of a single resolution;
- ii. That the underlisted be and are hereby appointed to the inaugural Board of Nigerian Exchange Group Plc, post the demutualisation of The Nigerian Stock Exchange:

- Otunba Abimbola Ogunbanjo;
- Mr. Oscar N. Onyema, OON;
- Dr. Umaru Kwairanga;
- Dr. Okechukwu Crescent Itanyi;
- Mrs. Nimi Akinkugbe;
- Mrs. Fatimah Bintah Bello-Ismael;
- Mr. Oluwale Adeosun;
- Mr. Chidi Agbapu;
- Mr. Patrick Ajayi;
- Prof. Enase Okonedo;
- Mr. Ikpobe Apollos Oghooritsewarami; and
- Mrs. Ojinika Nkechiyelu Olaghere.

#### Special Resolution

2. To consider and if thought fit pass the following as a Special Resolution:

- i. “The directors be and are hereby authorized to do all such things and exercise such powers as may be necessary to establish an Employee Share Ownership Plan (ESOP) for the benefit of qualifying employees of Nigerian Exchange Group Plc., and its Subsidiaries, subject to the applicable laws and regulations, approval of and receipt of shareholder approval and such other relevant regulatory approval”.

#### Note:

1. A Member who is unable to attend the Extra-Ordinary General Meeting is allowed by law to vote by proxy and the attached proxy form has been prepared to enable you exercise your right to vote in case you cannot personally attend the meeting.
2. No person shall appoint a proxy who is not already a member of The Exchange or the accredited representative of a member, save that a corporation being a member of The Exchange may appoint as its proxy one of its Directors or other authorised representative who is not a member of The Exchange.
3. Voting at the meeting will be by a show of hands.
4. Please sign this form and deliver to The Membership Office, The Nigerian Stock Exchange, 2/4 Customs Street, Lagos at least 48 hours before the meeting. The Proxy Form must be dated, signed and stamped to the value of N50.00 (the duty thereon).
5. The Member or his/her duly appointed proxy must detach and produce the Admission Card to obtain entrance to the meeting.
6. The completion and lodging of the Proxy Form does not prevent the attendance of the Member, should he/she become free to attend in person.
7. Please note that the details in the Explanatory Statement provide information on the proposed Demutualisation.

Dated this 11th day of February 2020

By Order of Council

Mojisola Adeola  
Council Secretary  
The Nigerian Stock Exchange  
Stock Exchange House  
2/4, Customs Street  
Marina, Lagos, Nigeria.