

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 55th Annual General Meeting of Royal Exchange Plc (the Company) will be held on Thursday November 14, 2024, at 10.00 o'clock in the forenoon, virtually, to transact the following business:

ORDINARY BUSINESS:

1. To lay before the meeting, the Consolidated Financial Statements of the Group for the year ended December 31, 2023, together with the Reports of the Directors, the Audit Committee, and the Auditors thereon.
2. To re-elect the following Non-Executive Directors, who being eligible now offer themselves for re-election:
 - (a) Mr. Kenneth Ezenwa Odogwu
 - (b) Chief Anthony Idigbe (SAN)
3. To authorize the Directors to fix the remuneration of the Independent Auditors.
4. To elect shareholders as members of the Statutory Audit Committee.
5. To disclose the remuneration of Managers.

BY ORDER OF THE BOARD



MAZARS OJIKE & PARTNERS
COMPANY SECRETARY
FRC/2021/002/00000022920

New Africa House
31, Marina, Lagos.
October 14, 2024

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NOTES

- **Proxy**

A member of the Company entitled to attend and vote at the Annual General Meeting can appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A proxy form is enclosed in the Annual Report and Accounts. For the instrument of the proxy to be valid, it must be completed, duly stamped for the purposes of this meeting, the Company has made arrangements at its cost for the stamping of the duly completed proxy forms which must be deposited at the office of the Registrar, CardinalStone (Registrars) Limited 335/337 Herbert Macaulay Way, Sabo, Yaba, Lagos or by email to registrars@cardinalstone.com not less than 48 hours before the time fixed for the meeting.

Where a 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 prior to the commencement of the meeting. In such circumstances, the proxy will not be entitled to vote.

- **Virtual Meeting Link**

Further to Article 41 of the Articles of Association of Royal Exchange Plc which allow the company to hold Annual General Meetings virtually, the Annual General Meeting will be held virtually <https://rb.gy/lsgy7q>. The virtual meeting link will be made available on the company's website at www.royalexchangeplc.com

- **Closure of Register of Members and Transfer Books**

In accordance with section 114 of the Companies and Allied Matters Act 2020, the Register of Members and the Transfer Books will be closed from Friday, November 8, 2024, to Thursday, November 14, 2023, both dates inclusive.

- **Re-election of Directors**

In accordance with the Articles of Association, Mr. Kenneth Ezenwa Odogwu and Chief Anthony Idigbe, SAN are the directors retiring by rotation.

Mr. Kenneth Ezenwa Odogwu and Chief Anthony Idigbe, SAN being eligible offer themselves for re-election.

- **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 (Twenty-One) days before the Annual General Meeting.

All nomination forms should be sent to the office of the company secretary at No. 18 Oba Akran Avenue, Ikeja, Lagos or via email to Damilola.Oyewole@royalexchangeplc.com

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- **Unclaimed Share Certificates and Dividend Warrants**

The Company notes that some share certificates have been returned, marked "unclaimed". The Company notes further that some dividend warrants sent to shareholders over the years are yet to be presented for payment. Therefore, all shareholders with unclaimed share certificates should write to The Registrars, Cardinal Stone (Registrars) Limited, the Company Secretary or call at the registered office of the Company during normal working hours.

Furthermore, all shareholders with unclaimed dividend warrants Nos. 1 – 12 should address their claims to the Company Secretary or call the registered office of the Company during normal working hours for processing of their claims or assistance. Shareholders, with unclaimed dividend warrants Nos. 13 – 17 should address their claims to The Registrars, Cardinal Stone (Registrars) Limited. Members are urged to advise the Registrars or the Company Secretary of any change of address or situation, particularly as it relates to share certificates and dividend warrants.

The Unclaimed Dividend List can be accessed using the link:

<https://cardinalstoneregistrars.com/unclaimed/Royalexunclaimed24.htm>

- **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 date of the Annual General Meeting.

- **Directors' Profiles**

The profile of the Directors, including those for re-election, is enclosed in the Annual Report and can be assessed on the Company's website www.royalexchangeplc.com

- **Electronic Annual Report**

The electronic version of the Annual Report will be available online for viewing and download from the Company's website: www.royalexchangeplc.com. Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email.

- **Important Notice to Shareholders**

Please ensure that your contact information is up to date with the registrars. This includes your email address, phone number, and contact address.

As we continue to embrace technology, we want to ensure that all shareholders receive timely updates and communications. Having your contact information current will enable us to keep you informed about important company developments and events, including AGM notices, financial reports, and other relevant information.