

## NOTICE OF ANNUAL GENERAL MEETING OF UNITED CAPITAL PLC

**NOTICE IS HEREBY GIVEN** that the **11th** Annual General Meeting of United Capital Plc will hold at the Transcorp Hilton Hotel, 1, Aguiyi Ironsi Street, Maitama, Abuja on Tuesday **April 23, 2024 at 10am** to transact the following businesses:

**ORDINARY BUSINESS:**

1. To lay before the members the Audited Financial Statements for the year ended December 31, 2023 and the Report of the Directors, Auditors and Audit Committee thereon.
2. To declare a Dividend.
3. To appoint the following new Directors:
  - 3.1 Mr. Ayodeji Adigun
  - 3.2 Mr. Samuel Nwanze
  - 3.3 Mr. Chiugo Ndubisi
  - 3.4 Mr. Uche Ike
  - 3.5 Mrs. Rose Nat Eshiett
4. To re-elect the following Directors retiring by rotation:
  - 4.1 Mr. Emmanuel Nnorom; and
  - 4.2 Mr. Oluleke Ogunlewe.
5. To authorise the Directors to determine the remuneration of the Auditors.
6. To disclose the remuneration of Managers.
7. To elect/re-elect members of the Statutory Audit Committee.

**SPECIAL BUSINESS:**

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

"That the Director's fees payable to Non-Executive Directors, until further notice, be and is hereby fixed at the sum of N230,000,000 (Two hundred and thirty million naira only) for the year ending December 31, 2024. Such payments to be effective from January 1, 2024.

Dated March 28, 2024.

**BY ORDER OF THE BOARD**



**Dr. (Sir) Leo Okafor (PhD), FCIS, ACS, M.IOD**  
GROUP COMPANY SECRETARY/GENERAL COUNSEL  
FRC/2013/NBA/00000002520

### NOTES:

**PROXY**

Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. A proxy form must be completed and deposited at the office of the Company's Registrar, Africa Prudential Registrars Plc, 220B Ikorodu Road, Palmgrove, Lagos, not later than 48 hours before the time fixed for the meeting.

**RIGHT OF SECURITIES' HOLDERS TO ASK QUESTIONS**

Securities' Holders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such questions must be submitted to the Company on or before April 19, 2024.

**NOMINATION TO THE AUDIT COMMITTEE**

Pursuant to Section 404(6) of the Companies & 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. Such notice shall reach the Company Secretary at least 21 days before the Annual General Meeting. The Nigerian Code of Corporate Governance 2018 has advised that members of the Audit Committee should have basic financial literacy and should be able to read Financial Statements. We therefore request that nominations be accompanied by a copy of the nominee's genuine curriculum vitae.

**DIVIDEND**

If the Dividend recommended by the Directors is approved by the members at the Annual General Meeting, Dividend will be paid by April 23, 2024 to the Shareholders whose names appear in the Company's Register of Members at the close of business on April 9, 2024.

**CLOSURE OF REGISTER**

The Register of Members and Transfer Books will be closed from April 10, 2024 to April 13, 2024 both days inclusive for the purpose of updating the Register of Members.

**E-DIVIDEND**

Notice is hereby given to all Shareholders (who are yet to do so) to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend. A detachable application form for e-dividend is attached to this Annual Report to enable all shareholders furnish particulars of their accounts to the Registrar as soon as possible.

**UNCLAIMED DIVIDEND WARRANTS AND SHARE CERTIFICATES**

Shareholders are hereby informed that a number of share certificates and dividend warrants which were returned to the Registrars as unclaimed are still in the custody of the Registrars. Any shareholder affected by this notice is advised to contact the Company's Registrars, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via [cxc@aficaprudential.com](mailto:cxc@aficaprudential.com) to lay claim.

**PROFILES OF DIRECTORS FOR RE-ELECTION**

The profiles of Mr. Emmanuel Nnorom and Mr. Oluleke Ogunlewe who will be retiring by rotation and will be presenting themselves for re-election are amongst the profiles of Directors that are provided in the Annual Report and on the Company's website at [www.unitedcapitalplcgroup.com](http://www.unitedcapitalplcgroup.com)

**E- ANNUAL REPORT PUBLISHED ON THE WEBSITE**

In order to improve delivery of our Annual Report, we have inserted a detachable form in the Annual Report and hereby request shareholders to complete the form by providing their contact and any other requested details and thereafter return same to the Registrars for further processing. Additionally, an electronic version of the Annual Report is available on the Company's website at [www.unitedcapitalplcgroup.com](http://www.unitedcapitalplcgroup.com)

**E- REPORT**

In order to improve delivery of our Annual Report, we have inserted a detachable Form to the Annual Report and hereby request Shareholders who wish to receive the Annual Report of United Capital Plc in an electronic format to complete and return the Form to the Registrars for further processing.