

NOTICE OF ANNUAL GENERAL MEETING OF UNITED CAPITAL PLC

NOTICE IS HEREBY GIVEN that the **11th** General Meeting of United Capital Plc will hold on Wednesday March 23, 2022, at the Transcorp Hilton Hotel, 1, Aguiyi Ironsi Street, Maitama, Abuja 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, 2021 and the Report of the Directors, Auditors and Audit Committee thereon.
2. To declare a Dividend.
3. To re-elect the following Directors retiring by rotation:
 - 3.1 Professor Chika Mordi; and
 - 3.2 Mr. Emmanuel Nnorom
4. To appoint the following new Directors:
 - 4.1 Ms. Tokunbo Ajayi; and
 - 4.2 Mr. Leke Ogunlewe
5. To authorise Directors to fix the remuneration of the Auditors for the 2022 Financial Year.
6. To elect/re-elect members of the Statutory Audit Committee.
7. To disclose the remuneration of managers of the company.

SPECIAL BUSINESS:

8. To consider and if thought fit, pass the following as an ordinary resolution:
 "That the Director's fees payable to each Non-Executive Director, until further notice, be and is hereby fixed at the sum of **N6,500,000** (Six million five hundred thousand naira only) for the year ending December 31, 2022. Such payments to be effective from January 1, 2022.

Dated February 25, 2022

BY ORDER OF THE BOARD



LEO OKAFOR FCIS, KSJI
 GROUP COMPANY SECRETARY
 FRC/2013/NBA/00000002520

NOTES:

1. COMPLIANCE WITH COVID-19 RELATED DIRECTIVES AND GUIDELINES

The Federal Government of Nigeria, Health Authorities and Regulatory Agencies have issued a number of guidelines and directives aimed at curbing the spread of COVID-19 in Nigeria. The Corporate Affairs Commission (CAC) also issued Guidelines on Holding AGM of Public Companies by Proxy. The convening and conduct of the AGM shall be done in compliance with these Directives and Guidelines.

2. 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. For the appointment of the proxy to be valid, a proxy form must be completed and deposited either at the office of the Company's Registrar, Africa Prudential Plc, 2208 Ikorodu Road, Palmgrove, Lagos, or via email at cfc@aficaprudential.com not later than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report and may also be downloaded from the Company's website at www.unitedcapitalplcgroup.com.

3. ATTENDANCE BY PROXY

In line with the CAC Guidelines, attendance of the AGM shall be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

1. Professor Chika Mordi (Chairman)
2. Mr. Peter Ashade (Group Chief Executive Officer)
3. Mr. Emmanuel Nnorom (Non-Executive Director)
4. Sir, Leo Okafor, FCIS (Group Company Secretary)

4. STAMPING OF PROXY

The Company has made arrangements at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

5. 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 March 21, 2022.

6. NOMINATION TO THE AUDIT COMMITTEE

Pursuant to Section 404(6) of the Companies & Allied Matters Act, 2020 ("CAMA 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. Section 404 (5) CAMA 2020 has mandated that all members must be literate and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

7. DIVIDEND

If the Dividend recommended by the Directors is approved by the members at the Annual General Meeting, Dividend will be paid by March 23, 2022 to the Shareholders whose names appear in the Company's Register of Members at the close of business on March 8, 2022.

8. CLOSURE OF REGISTER

The Register of Members of the Company will be closed from March 9, 2022 to March 15, 2022 (both dates inclusive) for the purpose of dividend payment and updating the register.

9. E-DIVIDEND REGISTRATION

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of receiving dividend payments electronically. A detachable application form for e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their accounts to the Registrar as soon as possible.

10. 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, 2208 Ikorodu Road, Palmgrove, Lagos, or via email at cfc@aficaprudential.com to lay claim.

11. PROFILES OF DIRECTORS FOR RE-ELECTION

The profiles of Professor Chika Mordi and Mr. Emmanuel Nnorom 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.

12. 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.

13. ONLINE STREAMING OF AGM

The AGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM online live streaming will be made available on the Company's website at www.unitedcapitalplcgroup.com