

NOTICE OF ANNUAL GENERAL MEETING OF UNITED CAPITAL PLC

NOTICE IS HEREBY GIVEN that the 13th Annual General Meeting of United Capital Plc will hold on **Friday, April 24, 2026**, 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, 2025, and the Report of the Directors, Auditors and Statutory Audit Committee thereon.
2. To declare a Dividend.
3. To re-elect the following Directors retiring by rotation:
 - 3.1 Mr. Uche Ike
 - 3.2 Mr. Chiugo Ndubisi; and
 - 3.3 Mrs. Rose Nat Eshiett
4. To authorise the Directors to determine the remuneration of the Auditors.
5. To disclose the remuneration of Managers.
6. To elect/re-elect members of the Statutory Audit Committee.

SPECIAL BUSINESS

7. 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 ₦325,000,000 (Three hundred and twenty-five million naira only) for the year ending December 31, 2026. Such payments to be effective from January 1, 2026”.

8. “That in compliance with the Rules of the Nigerian Exchange Limited governing transactions with related parties or interested parties, the Company, and its related entities be and are hereby granted a general mandate in respect of all recurrent transactions entered into with a related party or interested person, provided such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day operations. This mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held.”

Dated March 2, 2026.



Sir. Leo Okafor (PhD), FCIS, ACS, M.IOD, ABR
GROUP COMPANY SECRETARY/GENERAL COUNSEL
FRC/2013/NBA/0000002520

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 22, 2025.

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, the Dividend will be paid by April 24, 2025, to the Shareholders whose names appear in the Company's Register of Members at the close of business on April 7, 2026.

CLOSURE OF REGISTER

The Register of Members and Transfer Books will be closed from April 8, 2026, to April 10, 2026, both days inclusive for the purpose of updating the Register of Members.

E-DIVIDEND

Notice is hereby given to all Shareholders (who have 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 to 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 cfca@aficaprudential.com to lay claim.

PROFILES OF DIRECTORS FOR RE-ELECTION

The profiles of Mr. Uche Ike, Mr. Chiugo Ndubisi and Mrs. Rose Nat Eshiett 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

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

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.