



NCR NIGERIA PLC
RC. 751

6 Broad Street
Lagos

NOTICE OF 69TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **69th Annual General Meeting of NCR (Nigeria) PLC (the “Company”)** will be held at the **Function Room, Muson Centre, 8/9 Marina, Onikan, Lagos State, Nigeria, on Wednesday, 26th May 2021 at 11.00 am** to transact the following businesses:

ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements of the Company for the year ended 31st December 2020, together with the Reports of the Directors, the Auditors and the Audit Committee thereon
2. To re-elect retiring Directors
3. To authorise the Directors to fix the remuneration of the Auditors
4. To elect shareholder members of the Audit Committee
5. To disclose the Remuneration of Managers of the Company in line with Section 257 of CAMA 2020

SPECIAL BUSINESS

6. To fix the remuneration of the Directors
7. To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That in compliance with the rules of the Nigerian Exchange Limited governing transactions with related parties or interested parties, the General Mandate given to the Company to enter into recurrent transactions with related parties for the Company’s day-to-day operations, including the procurement of goods and services on normal commercial terms, be and is hereby renewed.”

PROXY

Further to the directive of the Federal and State Governments on the restriction on mass gathering due to COVID-19 pandemic and the Guidelines issued by the Corporate Affairs Commission on holding Annual General Meetings by use of proxies, attendance at the Annual General Meeting shall only be by proxy. A member entitled to attend and vote at the Annual General Meeting is, therefore, advised to select from the underlisted proposed proxies to attend and vote in his behalf:

Directors: Otunba Adekunle Ojora OFR, CON, FNIM, J.P. (Chairman). Christiana Yisa (Country Manager), Louise Georgiou (Cypriot), Michael Vallier (USA), Matthew Akinlade FCA

- ✓ Chief Matthew Akinlade
- ✓ Chief Timothy Adesiyan
- ✓ Prince (Dr.) Anthony Omojola
- ✓ Mrs. Bisi Bakare

A proxy form is included in the Annual Report. All instruments of proxy must be executed and deposited at the office of the Registrar, **Apel Capital Registrars Limited, 8, Alhaji Bashorun Street, Off Norman Williams Crescent, South West Ikoyi, Lagos**, P.O. Box 2388 Marina Lagos, or via E-mail: info@apel.com.ng not later than 48 hours before the time fixed for the meeting. Arrangements have been made by the Company to bear the cost of stamp duties on the instruments of proxy.

NOTES

1. COVID-19 COMPLIANCE

To ensure safety of attendees, the meeting will be conducted in compliance with applicable COVID-19 protocols. The Company will also provide hand sanitisers, face masks and temperature scanners at the venue of the meeting.

2. CLOSURE OF REGISTER OF MEMBERS AND TRANSFER BOOKS

The Register of Members and Transfer Books of the Company will be closed from Monday, 10th May 2021 to Friday, 14th May 2021, both days inclusive, to enable the Registrar to update the Register of members.

3. AUDIT COMMITTEE

- Pursuant to Section 404 (6) of the Companies and Allied Matters Act 2020, any shareholder may nominate another shareholder of the company to the audit committee by giving written notice of such nomination to the secretary of the company at least twenty-one (21) days before the Annual General Meeting.
- Please note that the Nigerian Code of Corporate Governance 2018 and the Code of Corporate Governance for Public Companies issued by the Securities and Exchange Commission require members of the Audit Committee to be financially literate and able to read financial statements. We, therefore, request that all nominations to the Audit Committee should be accompanied with the Curriculum Vitae of the Nominees.



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4. UNCLAIMED SHARE CERTIFICATES AND DIVIDEND WARRANTS

Shareholders are hereby informed that several share certificates and dividend warrants have been returned to the Registrar as unclaimed. Affected members are, by this notice, advised to contact the Registrar, Apel Capital Registrars Limited, 8, Alhaji Bashorun Street, Off Norman Williams Crescent, South West Ikoyi, Lagos, info@apel.com.ng to claim their share certificates and dividend warrants. The Company has also published the list of unclaimed dividends on its website www.ncr.com.ng.

5. E-DIVIDEND

Shareholders who are yet to complete the e-dividend registration are advised to download the E-Dividend Mandate Form from the Registrar's website www.apel.com.ng or from the Company's website: www.ncr.com.ng, complete the form and submit the completed form to the Registrar at the address stated above or any branch of the shareholder's respective bank. A detachable copy of the E-Dividend Mandate Application Form is also attached to the Annual Report.

6. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Section 285 of the Companies and Allied Matters Act 2020, the Director to retire by rotation is Mr. Michael Vallier and being eligible has offered himself for re-election at the meeting. Mr. Vallier's profile is contained in the Annual Reports and is also available for viewing at www.ncr.com.ng

7. 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 should be addressed to the Company Secretary and submitted to the registered office of the Company or sent by email to alsec@uubo.org, at least one week before the meeting.

8. ELECTRONIC ANNUAL REPORT

The electronic version of the Annual Report has been circulated to shareholders, who have provided their e-mail addresses to the Registrar, and will also be available at www.ncr.com.ng for viewing and download. Shareholders who are interested in receiving a soft copy of the 2020 Annual Report should request by sending an email to: info@apel.com.ng



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9. ELECTRONIC COMPLAINTS REGISTER

Please note that in accordance with the Securities and Exchange Commission's Rule No. 10 (a), shareholders who have complaints should use the electronic complaints register on the website of the Company at www.ncr.com.ng to register their complaints. This will enable the Company handle complaints from shareholders in a timely, effective, fair and consistent manner.

Dated this 27th day of April 2021

By Order Of the Board



Mrs. Oyindamola Ehiwere

For: Alsec Nominees Limited (Company Secretary)

FRC/2013/ICSAN/00000001651

St. Nicholas House 10th Floor, Catholic Mission Street.

P. O. Box 53123, Ikoyi, Lagos, Nigeria.

alsec@uubo.org

Company's Registered Address

NCR House

6, Broad Street P.O.Box 509,

Lagos, Nigeria.



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PROXY FORM

69th ANNUAL GENERAL MEETING to be held at **Function Room, Muson Centre, 8/9 Marina, Onikan, Lagos State, Nigeria, on Wednesday, 26th May 2021 at 11.00am.**

I/We _____
being a member(s) of NCR (Nigeria) PLC hereby appoint the following person as my proxy:

S/N	Name	Proxy Choice
1.	Mr. Matthew Akinlade	
2.	Chief Timothy Adesiyon	
3.	Prince Anthony Omojola	
4.	Mrs. Bisi Bakare	

Or failing him/her, the Chairman of the meeting as my/our proxy to vote on my/our behalf for/against the resolution(s) at the Annual General Meeting of the Company to be held on Wednesday, 26th May 2021 at 11.00am and any adjournment thereof.

S/N	ORDINARY BUSINESS/ ORDINARY RESO	FOR	AGAINST
1.	To re-elect Mr. Michael Vallier		
2.	To authorise the Directors to fix the remuneration of the Auditors		
3.	To elect members of the Audit Committee		
SPECIAL BUSINESS/ ORDINARY RESOLUTION		FOR	AGAINST
4.	To fix the remuneration of the Directors		
5.	To approve recurrent related party transactions		

Please indicate with X in the appropriate box how you wish your vote to be cast on the resolutions set out above. Unless otherwise stated, the proxy will vote or abstain from voting at his discretion.

Dated this _____ day of _____, 2021

Shareholder's Signature: _____

Notes

1. A member of the Company is entitled to attend and vote at the Annual General Meeting of the Company. He is also entitled to appoint a proxy to attend and vote on his behalf, and in this case, this card may be used to appoint a proxy. Members are advised to select a proxy from the persons listed above.
2. All executed Proxy Forms must be deposited at the office of the Registrar, Apel Capital Registrars Limited, 8, Alhaji Bashorun Street, Off Norman Williams Crescent, South West Ikoyi, Lagos, P.O.Box 2388 Marina Lagos, or via E-mail: info@apel.com.ng or the office of the Company Secretary, Alsec Nominees Limited, St. Nicholas House 10th Floor Catholic Mission Street, P. O.

Directors: Otunba Adekunle Ojora OFR, CON, FNIM, J.P. (Chairman). Christiana Yisa (Country Manager), Louise Georgiou (Cyprriot), Michael Vallier (USA), Matthew Akinlade FCA



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Box 53123, Ikoyi, Lagos, or via E:mail: alsec@uubo.org not later than 48 hours before the time fixed for the meeting.

3. If the shareholder is a company, this form should be signed by the duly authorised officer of the company.
4. Under the Stamp Duties Act, CAP S8. Laws of the Federation of Nigeria, 2004 any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear a stamp duty. The Company has decided to bear the cost of stamping the duly completed and signed proxy forms submitted to the Company within the stipulated timeline.



Before posting the above form please tear off this part and retain it for admission to the meeting

ADMISSION FORM

Admission Card to the 69th Annual General Meeting of NCR (Nigeria) PLC to be held at Function Room, Muson Centre, 8/9 Marina, Onikan, Lagos State, Nigeria, on Wednesday, 26th May 2021 at 11.00am

Name of Shareholder _____

Name of Proxy _____

For the Registrar's use only:

Number of shares held: _____

Directors: Otunba Adekunle Ojora OFR, CON, FNIM, J.P. (Chairman). Christiana Yisa (Country Manager), Louise Georgiou (Cyriot), Michael Vallier (USA), Matthew Akinlade FCA