

NOTICE OF THE 72ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 72nd Annual General Meeting of NCR (Nigeria) PLC (the “Company”) will be held **virtually via the Zoom Cloud Meeting platform** on **Wednesday, 22 May 2024 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 31 December 2023, together with the Reports of the Directors, the Auditors and the Audit Committee thereon
2. To elect/re-elect Directors
3. To authorise the Directors to fix the remuneration of the Auditors
4. To elect shareholders’ members of the Audit Committee
5. To disclose the remuneration of the managers of the Company in line with Section 257 of the Companies and Allied Matters Act 2020 (“CAMA”)

SPECIAL BUSINESS: By Ordinary Resolution

6. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company:

“THAT the remuneration of the Non-Executive Directors of NCR (Nigeria) Plc for the year ending 31st December 2024, and until further notice, be and is hereby fixed at ~~N~~4.5 million (four million and five hundred thousand Naira) only as Directors’ fees. In addition, sitting allowances will be paid at standard agreed rates for each meeting attended by the Directors.”

***Please note that this represents no change in the components of the remuneration of the Non-Executive Directors from the previous year.**

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

“THAT, pursuant to Rule 20.8 of the Rulebook of The Exchange 2015 (Issuers’ Rules), a general mandate be and is hereby given authorising the Company during the 2024 financial year and up to the date of the next Annual General Meeting, to procure goods, services, and financing and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms consistent with the Company’s Transfer Pricing Policy. All transactions falling under this category which were earlier entered into in 2024 prior to the date of this meeting are hereby ratified.”

VOTING BY INTERESTED PERSONS

In line with the provisions of Rule 20.8 (h) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 7 above.

SPECIAL BUSINESS: By Special Resolution

8. To consider and if thought fit, pass the following resolutions as a special resolution of the Company:
 - i. **“THAT** a new Article 48 be and is hereby inserted in the Articles of Association of the Company which reads as follows:

ELECTRONIC MEETINGS:

The Annual General Meeting shall be held in such manner, at such time and place as the Directors shall appoint, including virtually or by any other electronic means.”

- ii. **“THAT** the existing articles 48 to 129 be and are hereby renumbered as 49 to 130.”

NOTES:

1. PROXY

A member of the Company entitled to attend and vote at the Meeting is eligible to appoint a Proxy to attend and vote in his/her place and such Proxy needs not be a member of the Company. 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.

2. LIVE STREAMING OF THE MEETING

By virtue of schedule 11 of the Business Facilitation Act, 2023, which amended section 240 of the CAMA, the 72nd Annual General Meeting of the Company will be held virtually via the Zoom Cloud Meeting platform. Members will be required to pre-register ahead of the meeting by visiting the investor hub of the Company’s website at <https://ncr.com.ng/index/investors-hub/>. The meeting will also be streamed live, and the live stream can be accessed on the Company’s website via the investor hub at <https://ncr.com.ng/index/investors-hub/>

3. CLOSURE OF REGISTER OF MEMBERS AND TRANSFER BOOKS

The Register of Members and Transfer Books of the Company will be closed from Monday, 6 May 2024, to Friday, 10 May 2024, both days inclusive, to enable the Registrar to update the Register of Members.

4. AUDIT COMMITTEE

- Pursuant to Section 404 (6) of the CAMA, 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 Section 404(5) of the CAMA and the Nigerian Code of Corporate Governance 2018 require all members of the Audit Committee to be financially literate, and at least one member to be a member of a professional body in Nigeria established by an Act of the National Assembly. In addition, regulation 26 (3) of the Audit Regulations 2020 of the Financial Reporting Council of Nigeria (“FRCN”) requires all members of the Audit Committee to be registered with the FRCN. Accordingly, to be valid, nominations should clearly state the FRC number of the person being nominated. We, therefore, request that all nominations to the Audit Committee should be accompanied by the Curriculum Vitae of the Nominees clearly reflecting their FRC number.

5. 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, SouthWest 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.

6. 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.

7. ELECTION/RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Section 274(2) of the CAMA, the Board appointed Mr Onyekachi Caleb Chukwueke, Mr Jimmy James, and Ms Karen Witthoft as directors to fill casual vacancies on the Board. The Board will be presenting them at the meeting for members’ ratification.

In accordance with Section 285 of the CAMA, the Director retiring by rotation is Chief Liaquat Bisade Biobaku. Chief Biobaku, being eligible, has offered himself for re-election at the meeting. The profiles of Mr. Onyekachi Caleb Chukwueke, Mr Jimmy James, and Ms Karen Witthoft are contained in the Annual Reports and are also available for viewing at www.ncr.com.ng

Directors: Otunba Adekunle Ojora OFR, CON, FNIM, J.P. (Chairman), Mr Charles Oloruntoba (Ag Country Manager), Chief Bisade Biobaku, Mr Mathew Adefila, Mr. Onyekachi Caleb Chukwueke, Mr Jimmy James (Australia), Ms Karen Witthold (Cypriot)

8. 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.

9. ELECTRONIC ANNUAL REPORT

The electronic version of the Annual Report will be 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 2023 Annual Report should request it by sending an email to: info@apel.com.ng

10. 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 to handle complaints from shareholders in a timely, effective, fair, and consistent manner.

Dated this 12th day of April 2024

By Order Of the Board

Mrs. Oyindamola Ehiwere

For: Alsec Nominees Limited (Company Secretary)

FRC/2013/PRO/ICSAN/002/00000001651

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.

PROXY FORM

72nd ANNUAL GENERAL MEETING to be held **virtually via the Zoom Cloud Meeting platform on Wednesday, 22 May 2024 at 11.00 am.**

I/We _____

_____ being a member(s) of NCR (Nigeria) PLC hereby appoint the

_____ as my/our proxy 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 virtually on Wednesday, 22 May 2024 at 11.00 a.m. and at any adjournment thereof.

S/N	ORDINARY BUSINESS/ ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To elect Mr Onyekachi Caleb Chukwueke as a Director		
2.	To elect Mr Jimmy James a Director		
3.	To elect Ms Karen Witthold a Director		
4.	To re-elect Chief Liaquat Bisade Biobaku		
5.	To authorise the Directors to fix the remuneration of the Auditors		
6.	To elect shareholders' representatives on the Audit Committee		
	SPECIAL BUSINESS/ ORDINARY RESOLUTIONS	FOR	AGAINST
7.	To fix the remuneration of the Directors		
8.	To approve a general mandate authorising the Company during the 2024 financial year and up to the date of the next Annual General Meeting, to procure goods, services, and financing and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms consistent with the Company's Transfer Pricing Policy and to ratify all transactions falling under this category which were earlier entered into in 2024 prior to the date of the meeting.		
	SPECIAL BUSINESS/ SPECIAL RESOLUTIONS	FOR	AGAINST

Directors: Otunba Adekunle Ojora OFR, CON, FNIM, J.P. (Chairman), Mr Charles Oloruntoba (Ag Country Manager), Chief Bisade Biobaku, Mr Mathew Adefila, Mr. Onyekachi Caleb Chukwueke, Mr Jimmy James (Australia), Ms Karen Witthold (Cypriot)

9.	<p>“THAT a new Article 48 be inserted in the Memorandum and Articles of Association of the Company as follows:</p> <p style="text-align: center;">ELECTRONIC MEETINGS</p> <p>The Annual General Meeting shall be held in such manner, at such time and place as the Directors shall appoint, including virtually or by any other electronic means.”</p> <p>“THAT the existing articles 48 to 129 be and are hereby renumbered as 49 to 130.”</p>		
Please indicate with X in the appropriate box how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.			

Dated this _____ day of _____, 2024

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. 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.