NCR NIGERIA PLC
RC. 751

St Nicholas House
(10th Floor), Catholic
Mission Street,
Lagos

NOTICE OF THE 73RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **73rd Annual General Meeting** of **NCR (Nigeria) PLC (the "Company")** will be held **virtually via the Zoom Cloud Meeting platform** on **Wednesday, 21 May 2025,** 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 2024, 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 an ordinary resolution of the Company:

   "**THAT** the remuneration of the Non-Executive Directors of NCR (Nigeria) Plc for the year ending 31st December 2025, and until further notice, be and is hereby fixed at ₦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 2025 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 2025 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.

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 need not be a member of the Company. A proxy form is included in the Annual Report, and a copy of the Proxy Form and other information relating to the meeting can be found on the Company's website.

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 and Article 48 of the Articles of Association of the Company, the 73rd 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 on Friday, 25 April 2025, 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 by virtue of the statute of limitation, all unclaimed dividends have become statute-barred and returned to the Company. The Company had 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. Abdulqudus Anuoluwa Ashimi as an Executive director to fill a casual vacancy on the Board with effect from 1 November 2024. The Board will present his appointment at the meeting for members' ratification.

In accordance with Section 285 (1) of the CAMA, the Director retiring by rotation is Mr. Matthew Adefila. Mr. Matthew Adefila, being eligible, has offered himself for re-election at the meeting. The profiles of Mr. Matthew Adefila, and Mr. Abdulqudus Ashimi are contained in the Annual Reports and are also available for viewing at www.ncr.com.ng

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. 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 2024 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 8th day of April 2025

By Order Of the Board

ALSEC NOMINEES LIMITED
Company Secretaries

Mrs. Oyindamola Ehiwere
For: Alsec Nominees Limited (Company Secretary)
FRC/2024/COY/119349
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

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

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PROXY FORM

73RD ANNUAL GENERAL MEETING to be held **virtually via the Zoom Cloud Meeting platform** on **Wednesday, 21 May 2025,** 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, 21 May 2025 at 11.00 a.m. and at any adjournment thereof.

S/N	ORDINARY BUSINESS/ ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To elect Mr. Abdulqudus Ashimi as a Director		
2.	To re-elect Mr. Matthew Adefila		
3.	To authorise the Directors to fix the remuneration of the Auditors		
4.	To elect shareholders' representatives on the Audit Committee		
	SPECIAL BUSINESS/ ORDINARY RESOLUTIONS	**FOR**	**AGAINST**
5.	To fix the remuneration of the Directors		
6.	To approve a general mandate authorising the Company during the 2025 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 2025 prior to the date of the meeting.		
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 ___________,2025

NCR NIGERIA PLC
RC. 751

St Nicholas House
(10th Floor), Catholic
Mission Street,
Lagos

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.

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.