

NOTICE OF 50TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fiftieth Annual General Meeting of Royal Exchange Plc will be held at the Panoramic View Hall, Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos, Lagos State on Wednesday, 9th October, 2019 at 10am in the forenoon to transact the following business:

ORDINARY BUSINESS:

1. To lay before the meeting, the Consolidated Financial Statements of the Group for the year ended December 31, 2018 together with the Reports of the Directors, the Audit Committee and the Auditors thereon.
2. To re-elect directors.
3. To authorize the directors to fix the remuneration of the auditors.
4. To elect shareholders as members of the Statutory Audit Committee.

SPECIAL RESOLUTION:

1. To approve the remuneration of the directors

BY ORDER OF THE BOARD



SHEILA EZEUKO
COMPANY SECRETARY/GM (LEGAL SERVICES)
FRC/2013/NBA/00000004059
New Africa House
31, Marina, Lagos.

September 5, 2019

NOTES

- **Proxy**

A member of the Company entitled to attend and vote is allowed 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 is contained in the Annual Report and Accounts. If it is to be valid for the purpose of the meeting, it must be completed, detached, duly stamped at the office of the Commissioner for Stamp Duties and deposited at the office of the Registrars, Cardinal Stone (Registrars) Limited, 358, Herbert Macauley Street, Yaba, Lagos, not later than 48 hours before the time appointed for holding the meeting.

- **Dividend Warrants**

The Company did not recommend any dividend for the year ended December 31, 2018.

- **Closure of Register of Members and Transfer Books**

The Register of Members and the Transfer Books will be closed from 25th September, 2019 to 2nd October, 2019, both dates inclusive.

- **Appointment of Members of the Audit Committee**

Any member may nominate a shareholder as a member of the Audit Committee of the Company, by giving notice in writing of such nomination to the Company Secretary, at least 21 (Twenty-One) days before the Annual General Meeting.

- **Unclaimed Share Certificates and Dividend Warrants**

The Company notes that some share certificates have been returned, marked "unclaimed". The Company notes further that some dividend warrants sent to shareholders are yet to be presented for payment. Therefore, all shareholders with unclaimed share certificates should write to The Registrars, CardinalStone (Registrars) Limited, the Company Secretary or call at the registered office of the Company during normal working hours.

Furthermore, all shareholders with unclaimed dividend warrants Nos. 1 – 12 should address their claims to the Company Secretary or call at the registered office of the Company during normal working hours for processing of their claims or assistance. Shareholders, with unclaimed dividend warrants Nos. 13 – 17 should address their claims to The Registrars, CardinalStone (Registrars) Limited. Members are urged to advise the Registrars or the Company Secretary of any change of address or situation particularly as it relates to share certificates and dividend warrants.

- **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 the 3rd day of October, 2019.