



**Learn Africa Plc** RC 2637  
formerly Longman Nigeria Plc

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## NOTICE OF 47<sup>TH</sup> ANNUAL GENERAL MEETING

**LEARN AFRICA PLC**  
{RC No. 2637}  
(PURSUANT TO SECTION 213 OF THE COMPANIES AND ALLIED MATTERS ACT  
CAP C20, LAWS OF THE FEDERATION OF NIGERIA 2004)

**NOTICE IS HEREBY GIVEN THAT** the 47<sup>th</sup> Annual General Meeting of **LEARN AFRICA PLC** will be held at the Company's Head Office, Felix Iwerebon House, 52, Oba Akran Avenue, Ikeja, Lagos on **Thursday the 15<sup>th</sup> Day of October 2020 at 11.00 a.m.** prompt to transact the following business:

### **Ordinary Business:**

1. To lay before the Members, the Report of the Directors and the Audited Financial Statements together with the Auditors and Audit Committee Reports for the year ended 31<sup>st</sup> March 2020.
2. To declare a dividend.
3. To authorize the Directors to fix the remuneration of the Auditors.
4. To elect/re-elect Directors.
5. To elect members of the Statutory Audit Committee.

### **Special Business:**

6. To approve the remuneration of the Directors.

**Dated This 8<sup>th</sup> day of September 2020**

**BY ORDER OF THE BOARD**

DCSL Corporate Services Limited  
**Company Secretaries**

## Notes:

- **Compliance with Covid-19 Related Directives and Guidelines:** The Federal Government of Nigeria, State Government, Health Authorities and Regulatory Agencies have issued a number of guidelines and directives aimed at curbing the spread of COVID-19 in Nigeria. Particularly, the Lagos State Government prohibited the gathering of more than 20 people while the Corporate Affairs Commission (CAC) issued Guidelines on Holding AGM of Public Companies by Proxy. The convening and conduct of the AGM shall be done in compliance with these directives and guidelines.
- **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. For the appointment of the proxy to be valid, a Proxy Form must be completed and deposited either at the office of the Registrars, First Registrars Limited, First Registrars and Investors Services Limited Plot 2, Abebe Village Road, Iganmu, Lagos not later than 48 hours before the time fixed for the meeting. A blank Proxy Form is attached to the Annual Report and may also be downloaded from the Company's website at [www. https://www.learnafricapl.com/](https://www.learnafricapl.com/).
- **Attendance by Proxy:** In line with CAC Guidelines, attendance of the AGM shall be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated persons below:
  - Chief Emeke Iwerebon
  - Alhaji Hassan Bala
  - Mrs. Cordelia Ojeile
  - SUPE Anthony Omojola
  - Rev. Dr. E.A Adegbayike
  - Pastor Adebayo Williams
- **Stamping of Proxy:** The Company has made arrangement at its cost, for the stamping of the duly completed and signed Proxy Forms submitted to the Company's Registrars within the stipulated time.
- **Online Streaming of AGM:** The AGM will be streamed live online. This will enable Shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM online live streaming will be made available on the Company's facebook page at: <https://www.facebook.com/LearnAfricaplcnng/> or youtube channel at: <https://www.youtube.com/channel/UCN07NEbUbXSgOCM6F7kSm6A>.
- **Dividend Payment** A total dividend of ₦38,572,500.38 at 5 kobo per 50kobo ordinary share has been recommended by the Board of Directors for the approval of the shareholders. If approved, the payment of the dividend will be made on 16<sup>th</sup> October 2020 to all shareholders, whose names appear in the Register of Members at the close of business on 2<sup>nd</sup> October 2020.

- **Closure of Register and Transfer Books:** The Register of Members shall be closed from 5<sup>th</sup> October to 9<sup>th</sup> October 2020, (both days inclusive) for the purpose of updating the Register of Members.
- **Nomination of Statutory Audit Committee Members:** In accordance with Section 359(5) of the Companies and Allied Matters Act Cap C20, Laws of the Federal Republic of Nigeria, 2004, any member may nominate a shareholder as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the Annual General Meeting. Such notice of nominations should be sent via email to [modupeola.ajigbotafe@firstregistrarsnigeria.com](mailto:modupeola.ajigbotafe@firstregistrarsnigeria.com) or [ooke@dcsl.com.ng](mailto:ooke@dcsl.com.ng).
- **Re-election /Appointment of Directors:** In accordance with the provisions of CAMA 2020, Hajia Binta Bakari, Mrs Yetunde Aina and Mrs. Cordelia Ojeile retires by rotation at the 47th AGM. The retiring Directors, being eligible, offers themselves for re-election. A resolution ratifying the appointment of Mr. Iyinoluwa Aboyeji and Mrs. Egbichi Akinsanya who were appointed on 13<sup>th</sup> August 2020 would be passed at the meeting.
- **Rights of Security Holders to Ask Questions:** In compliance with Rule 19.12(c) of the Nigeria Stock Exchange's Rulebook, a member and other Security Holder of the Company have a right to ask questions not only at the Annual General Meeting, but also in writing prior to the Meeting, and such questions must be submitted at least one week before the meeting.