

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 7th Annual General Meeting ("AGM") of Transcorp Hotels Plc ("the Company"), is scheduled to hold on Monday, April 26, 2021, at Transcorp Hilton Abuja, 1, Aguiyi Ironsi Street, Maitama, Abuja, F.C.T at 2.00 p.m. to transact the following businesses:

ORDINARY BUSINESS

1. To lay before the members, the Audited Financial Statements of the Company for the year ended December 31, 2020, together with the Reports of the Directors, Auditors and Audit Committee thereon;
2. To reelect Mr. Alex Okoh, a Director retiring by Rotation.
3. To authorise the Directors to fix the remuneration of the Auditors for the 2021 financial year;
4. To disclose the remuneration of managers of the company
5. To elect members of the Statutory Audit Committee.

SPECIAL BUSINESS

6. To consider and if thought fit, pass the following as an ordinary resolution:
"That the remuneration of the Non-executive Directors be and is hereby fixed at the sum of N62,000,000 (Sixty Two Million) for the year ending December 31, 2021. Such payment to be effective from January 1, 2021".

Dated this 2nd day of April, 2021

BY ORDER OF THE BOARD



Mr. Chike Anikwe
Ag. Group Company Secretary
FRC/2017/NBA/00000016059

NOTES

1. 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. Specifically, the Federal Government prohibited the gathering of more than 50 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.

2. 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 Company's Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via email at cxc@aficaprudential.com 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.transcorphotels.com.

3. ATTENDANCE BY PROXY

In line with CAC Guidelines, attendance at the AGM shall be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

1. Mr. Emmanuel N. Nnorom
2. Mrs. Modupe Olusola
3. Mr. Chike Anikwe
4. Mr. Akaniyene Obot
5. Mr. Eric Akinduro
6. Mr. Gafar Erinfolami
7. Mr. Ridhwan Hamza

4. 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.

5. LIVE STREAMING OF AGM

The AGM will be streamed live. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at www.transcorphotels.com

6. NOMINATION TO THE AUDIT COMMITTEE

In accordance with Section 359(5) of the Companies and Allied Matters Act, 2020, any member may nominate a shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the AGM. Such notice of nominations should be sent via email to info@transcorphotelsplc.com for the attention of the Company Secretary. The Financial Reporting Council's Nigeria Code of Corporate Governance provides that members of the Audit Committee should have basic financial literacy and should be able to read financial statements.

7. E-DIVIDEND REGISTRATION

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of receiving dividend payments electronically. A detachable application form for e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their accounts to the Registrar as soon as possible.

8. UNCLAIMED DIVIDEND WARRANTS AND SHARE CERTIFICATES

Shareholders are hereby informed that a number of share certificates and dividend warrants which were returned to the Registrars as unclaimed are still in the custody of the Registrars. Any shareholder affected by this notice is advised to contact the Company's Registrars, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via email at cxc@aficaprudential.com to lay claim.

9. PROFILES OF DIRECTORS FOR RE-ELECTION

The profile of Mr. Alex Okoh retiring by rotation and who will be standing for re-election is amongst the profiles of Directors provided in the 2020 Annual Report and the Company's website at www.transcorphotels.com.

10. E- ANNUAL REPORT PUBLISHED ON THE WEBSITE

In order to improve delivery of our Annual Report, we have inserted a detachable form in the 2020 Annual Report and hereby request shareholders to complete the form by providing their contact and any other requested details and thereafter return same to the Registrars for further processing. In addition, an electronic version of the 2020 Annual Report is available on the Company's website at www.transcorphotels.com.

11. RIGHTS OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such written questions must be submitted to the Company via email to info@transcorphotelsplc.com on or before Thursday, April 22, 2021.