



NOTICE CONVENING THE 17TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th Annual General Meeting of Courteville Business Solutions Plc will hold at **The Legation Hall, 40/41, Industrial Avenue, Sabo, Yaba, Lagos**, on **Tuesday, 26th of July 2022** at **11:00am prompt** to transact the following businesses:

ORDINARY BUSINESS: -

1. To lay before members of the Company, the Audited Financial Statements for the year ended 31st December 2021, together with the Reports of the Directors, Independent Auditors and the Audit Committee thereon.
2. To declare a dividend.
3. To elect/re-elect Director(s) retiring by rotation.
4. To authorize Directors to fix the remuneration of External Auditors.
5. To elect Members of the Statutory Audit Committee.
6. To disclose the remuneration of the Managers of the Company.

SPECIAL BUSINESS: -

To consider, and if thought fit, to pass the following as ordinary resolution:

1. "That the Directors' remuneration for the year ending 31st December 2022 and for succeeding years until reviewed by the Company at its Annual General Meeting be, and is hereby fixed at **₦10,300,000.00** (Ten Million, Three Hundred Thousand Naira only)".
2. To consider, and if thought fit, pass the following resolutions as special resolutions:
 - a) That, in compliance with the requirements of Section 124 (2) of the Companies & Allied Matters Act 2020 and the Companies Regulations, 2021 and pursuant to Clause 10(c) of the Company's Articles of Association, the share capital of the company be reduced from **₦1,800,000,000** divided into **3,600,000,000** ordinary shares of **50 kobo** to **₦1,776,000,000** divided into **3,552,000,000** ordinary shares of **50 kobo** each by cancelling **48,000,000** unissued ordinary shares of **50 kobo** each.



- b) That pursuant to the above resolution, Clause F of the Memorandum of Association of the Company and Clause 6 of the Articles of Association be amended to reflect the new share Capital of the Company after the cancellation of the unissued shares as follows:

The Share Capital of the Company is **₦1,776,000,000** (One Billion, Seven Hundred and Seventy-Six Million Naira) divided into **3,552,000,000** (Three Billion, Five Hundred and Fifty-Two Million) ordinary shares of **₦0.50 kobo** (Fifty Kobo) each.

- c) That the Directors be and are hereby authorized to enter into and execute any agreements, deeds, notices, or any other documents, and to perform all acts and to do all such other things necessary for or incidental to giving effect to the Resolution(s) above, including without limitation, appointing such professional parties, consultants and advisers and complying with the directives of the regulatory authorities.

3. To consider, and if thought fit, pass the following resolutions as special resolutions:

- a) That the Directors of the Company be and are hereby authorized to commence the process of **voluntary delisting** of the securities of the Company from Nigerian Exchange Limited (NGX) subject to the applicable rules of NGX and compliance with other statutory requirements.

- b) That all relevant regulatory approvals from the Securities and Exchange Commission, Nigerian Exchange Limited, the Federal High Court, the Federal Competition & Consumer Protection Commission be obtained in respect of 3(a) above and shareholders, who so elect, should be given an exit opportunity before the security is delisted.

- c) That the Company be re-registered as a private company under the Companies and Allied Matters Act 2020 by the name of Courteville Business Solutions Ltd and that its memorandum be amended accordingly as follows:

- i. In Clause 'D', by the deletion of the words 'Public Limited Liability Company' and by substituting the words 'Private Limited Liability Company'.



- d) That the Directors of the Company be and are hereby authorized to appoint such professional parties and advisers, and to perform all such other acts and do all such other things as may be necessary for or incidental to affecting the above resolutions.

By order of the Board

JACKSON, ETTI & EDU
Company Secretary

JACKSON, ETTI & EDU
COMPANY SECRETARY
FRC/2013/NBA/00000003320
Dated this 7th day of June, 2022

NOTES:

1. Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is 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 a Proxy to be valid, all instruments of proxy should be completed and deposited at the office of the Registrar, Crescent Registrars Limited, 23, Olusoji Idowu Street, Ilupeju, Lagos not less than 48 hours before the time of holding the meeting. A blank Proxy Form is attached to the Annual Report. The Company will bear the cost of stamping all the duly completed and signed Proxy Forms submitted within the stipulated time.

Shareholders should also note that the Corporate Affairs Commission has in view of the COVID-19 pandemic approved that the attendance of the meeting should be strictly by proxy to ensure public health and safety. Shareholders are therefore at liberty to submit a completed proxy form appointing any of the listed proxies in line with the Corporate Affairs Commission's Guidelines to the office of the Company's Registrars, Crescent Registrars Limited, 23, Olusoji Idowu Street, Ilupeju, Lagos and/or info@crescentregistrars.com not later than 48 hours before the time fixed for the meeting to enable the Company stamp the proxy forms and lodge same with the Registrars.



A Proxy may be selected from any of the following individuals:

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|----------------------------|---|------------------------------|
| a) Mr. Femi Adekoya | - | Chairman, Audit Committee |
| b) Mr. Lawrence Jiduwa | - | Shareholders' Representative |
| c) Mr. Ayodele Ogundeji | - | Shareholders' Representative |
| d) Mrs. Temilade Durojaiye | - | Shareholders' Representative |
| e) Ms. Irunna Ejibe | - | Non-Executive Director |
| f) Dr. Adebola Akindele | - | Group Managing Director |
| g) Mr. Wale Sonaïke | - | Executive Director |

2. Dividend Warrants

If approved, the Dividend in the sum of N0.04k for every share of 50k will be paid via e-mandate on the 26th of July 2022 to shareholders, whose names appear in the Register of Members at the close of business on the 9th day of June, 2022. Shareholders are advised to forward particulars of their bank details to the Registrars to enable direct credit of their dividends.

3. E-Dividend Mandate

Shareholders are kindly requested to update their records and advise Crescent Registrars Limited of their updated records and relevant bank accounts for the payment of their dividends. Detachable forms in respect of mandate for e-dividend payment, unclaimed/stale dividend payment and shareholder data update is attached to the Annual Report for convenience. The afore-mentioned forms can also be downloaded from the Company's website at www.courtevillegroup.com or from Crescent Registrars website at www.crescentregistrars.com. The duly completed forms should be returned to Crescent Registrars Limited, 23, Olusoji Idowu Street, Ilupeju, Lagos.

4. Closure of Register

Notice is hereby given that the Register of Members of the Company will be closed from 10th to 17th June, 2022 for the purpose of preparing an up-to-date Register of Members.

5. Biographical details of Directors for Election/Re-election

In accordance with the provisions of the Articles of Association of the Company, the only Director due to retire by rotation is Mr. Ladi Sanni. The retiring Director, being eligible, has offered himself for re-election.



The biographical detail of the Director seeking for re-election is available in the Annual Report and on the Company's website at www.courtevillegroup.com.

6. Nomination to the Statutory Audit Committee

In accordance with Section 404(3) of the Companies and Allied Matters Act 2020, the Audit Committee shall consist of five members comprising of three shareholders' representatives and two Non-Executive Directors. Any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary, Jackson, Etti & Edu of 3-5 Sinari Daranijo Street, off Ajose Adeogun Street, Victoria Island, Lagos at least twenty-one (21) days before the date of the Annual General Meeting. Kindly note that by the Companies and Allied Matters Act 2020, stipulates that all members of the Audit Committee should be financially literate and at least one member should be a member of a professional accounting body in Nigeria established by an Act of the National Assembly and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curriculum Vitae (CV) of the nominees.

7. E-Annual Report

The electronic version of the Annual Report is available at www.courtevillegroup.com. Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email.

8. Right of Shareholders to Ask Questions

Shareholders and other holders of the Company's securities reserve the right to ask questions, not only at the meeting, but also in writing prior to the meeting on any item contained in the Annual Report and Accounts. Such questions must be submitted to the Company on or **before 22nd July, 2022**.

9. Live Streaming of the AGM

To enable shareholders and other stakeholders who will not be attending physically to follow the proceedings, the AGM will be streamed live from the following social media channels:

Website – <https://www.courtevillegroup.com>

10. Profile of Directors

The profiles of all Directors are available for viewing on the Company's website, www.courtevillegroup.com.