

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **18<sup>th</sup> Annual General Meeting (“AGM”)** of **eTranzact International PLC (“the Company”)** will hold at the **Function Room, 4<sup>th</sup> Floor, Fortune Towers, 27/29, Adeyemo Alakija Street, Victoria Island, Lagos** on **Thursday, 28<sup>th</sup> July 2022, at 12:00noon** to transact the following businesses:

### **ORDINARY BUSINESS**

1. To lay before Members the Audited Financial Statements for the year ended 31<sup>st</sup> December 2021, together with the Reports of the Directors, Auditor and the Statutory Audit Committee thereon.
2. To re-elect Directors.
3. To authorize the Directors to fix the remuneration of the Auditor.
4. To disclose the remuneration of Managers.
5. To elect the shareholders’ representatives to the Statutory Audit Committee.

### **SPECIAL BUSINESS**

6. To consider and if thought fit, pass the following resolutions as ordinary resolutions:
  - 6.1 That in compliance with the rules of the Nigerian Exchange Limited governing transactions with related parties or interested parties, the general mandate given to the Company to enter recurrent transactions with related parties for the Company’s day-to-day operations, including the procurement of goods and services, on normal commercial terms, be and is hereby renewed.
  - 6.2 That the Directors be and are hereby authorized to take all steps necessary to comply with the requirements of the Companies and Allied Matters Act 2020 and the Companies Regulations 2021 regarding the unissued shares of the Company, including the cancellation of the 184 units of unissued ordinary shares of the Company.
  - 6.3 That the Directors be and are hereby authorized to enter and execute agreements, deeds, notices or any other documents, and to perform all acts and to do all such other things necessary for or incidental to give effect to Resolution 6.2 above, including but not limited to appointing professional parties, consultants and advisers and complying with the directives of the regulatory authorities.
7. To consider and if thought fit, pass the following resolutions as special resolutions:
  - 7.1 That pursuant to Resolutions 6.2 and 6.3 above, the Directors be and are hereby authorised to amend Clause 6 of the Company’s Memorandum of Association as follows:

*“The share capital of the Company is ₦4,599,999,908.00 divided into 9,199,999,816 ordinary shares of 50k (fifty kobo) each”*
  - 7.2 That the Directors be and are hereby authorized to enter and execute agreements, deeds, notices or any other documents, and to perform all acts and to do all such other things necessary for or incidental to give effect to Resolution 7.1 above, including but not limited to appointing professional parties, consultants and advisers and complying with the directives of the regulatory authorities.

## NOTES:

### 1. PROXY

A Member who is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend in his/her stead. Due to the COVID-19 pandemic and necessary precautions and protocol to be adopted for the safe conduct of the Annual General Meeting, Members are hereby notified that attendance shall only be by proxy.

A Member who is entitled to attend and vote at the AGM may appoint a proxy from the proxies listed below:

- a. Mr. Wole Abegunde
- b. Mr. Victor Etuokwu
- c. Chief Robert Igwe
- d. Mr. Nonah Awoh
- e. Sir Sunny Nwosu
- f. Mr. Valentine Obi
- g. Mr. Idode Ohiwerei
- h. Mr. Sunday Agboola

A proxy form is attached to the Annual Report and Accounts. Kindly email the completed proxy form to either the Company Secretary, PAC Solicitors, via the following email address: [chidinmaonwubere@pacsolicitors.com](mailto:chidinmaonwubere@pacsolicitors.com) and [judeiwelumo@pacsolicitors.com](mailto:judeiwelumo@pacsolicitors.com), or the Registrars, Meristem Registrars Limited, via [info@meristemregistrars.com](mailto:info@meristemregistrars.com); or send the proxy form to the office of the Company Secretary at 16, Kofo Abayomi Street, Victoria Island, Lagos or the office of the Registrars at 213, Herbert Macaulay Way, Yaba, Lagos, not later than one (1) week before the date fixed for the meeting. The Company will bear the cost of stamping the completed proxy forms. All instruments of proxy shall be at the Company's instance in line with the Corporate Affairs Commission's guidelines.

### 2. CLOSURE OF REGISTER OF MEMBERS AND TRANSFER BOOKS

The Register of Members and Transfer Books of the Company will be closed from Monday, 11<sup>th</sup> July 2022 to Friday, 15<sup>th</sup> July 2022 (both days inclusive) to enable the Registrars to update the Register of Members.

### 3. STATUTORY AUDIT COMMITTEE NOMINATIONS

Pursuant to Section 404(6) of the Companies and Allied Matters Act 2020, any Member may nominate another Member for appointment to the Statutory Audit Committee. Such nomination should be in writing and should be forwarded to the Company Secretary at least twenty-one (21) days before the AGM.

Please note that the Code of Corporate Governance for Public Companies issued by the Securities and Exchange Commission and the Companies and Allied Matters Act (2020) provide that members of the Statutory Audit Committee should be financially literate, able to read financial statements, and at least one member should be a member of a professional accounting body established by an Act of the National Assembly in Nigeria. We therefore request that all nominations to the Statutory Audit Committee should be accompanied with the Curriculum Vitae of the Nominees.

#### 4. UNCLAIMED SHARE CERTIFICATES AND DIVIDEND WARRANTS

Shareholders are hereby informed that several Share Certificates and Dividend Warrants have been returned to the Registrars as unclaimed. Some Dividend Warrants have neither been presented to the Bank for payment nor to the Registrar for revalidation. Affected Members are by this Notice advised to contact the Registrars, Meristem Registrars Limited at their office address stated in Clause 1 above.

#### 5. RE-ELECTION OF DIRECTORS

Pursuant to Section 273(1) and 285 (1) of the Companies and Allied Matters Act 2020, the Directors to retire by rotation are Mr. Wole Abegunde, Mr. Hakeem Adeniji-Adele and Mr. Afolabi Oladele. They have indicated their willingness to stay in office and offer themselves for re-election.

Their profiles are contained in the Annual Report and are also available on the Company's website at [www.etranzact.com](http://www.etranzact.com).

#### 6. RIGHTS OF SECURITIES' HOLDERS TO ASK QUESTIONS

Any Member attending the meeting has the right to ask questions at the meeting and in writing prior to the meeting. We urge that such questions should be emailed to the Company Secretary via the following email address: [chidinmaonwubere@pacsolicitors.com](mailto:chidinmaonwubere@pacsolicitors.com) and [judeiwelumo@pacsolicitors.com](mailto:judeiwelumo@pacsolicitors.com) not later than one (1) week before the date of the AGM.

#### 7. LIVE STREAMING OF THE ANNUAL GENERAL MEETING

The AGM will be streamed live via the Company's website. This will enable Members and other Stakeholders who will not attend the meeting physically to observe the proceedings. Please log on to [www.etranzact.com](http://www.etranzact.com) for the live streaming.

#### 8. E-DIVIDEND MANDATE

Shareholders who are yet to complete the e-Dividend Mandate Activation Form or who need to update their records and relevant bank accounts are requested to complete the e-Dividend Mandate Activation Form which can be detached from the Annual Report and Accounts and is available on the Company's website [www.etranzact.com](http://www.etranzact.com). The duly completed form should be returned to the Registrars, Meristem Registrars Limited via [info@meristemregistrars.com](mailto:info@meristemregistrars.com) or dispatched to their office at 213, Herbert Macaulay Way, Yaba, Lagos.

## 9. E-ANNUAL REPORT AND ACCOUNTS

The electronic version of the Annual Report and Accounts is available for download on the Company's website [www.etranzact.com](http://www.etranzact.com). Members who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email.

## 10. WEBSITE

A copy of this Notice and other information relating to the Annual General meeting can be accessed via the Company's website [www.etranzact.com](http://www.etranzact.com).

Dated this 29<sup>th</sup> day of June 2022.

### BY ORDER OF THE BOARD



**Chidinma Onwubere**  
**PAC SOLICITORS (Company Secretary)**  
**FRC/2015/NBA/00000011359**  
16, Kofo Abayomi Street  
Victoria Island, Lagos  
Tel: 09099298887, 08063480070  
Website: [www.pacsolicitors.com](http://www.pacsolicitors.com)