



C & I LEASING PLC

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of members of the Company will hold by proxy on **23rd July, 2020** by 11am prompt at the Grand Junction, Landmark Towers, 5B, Water Corporation Road, Oniru, Victoria Island, Lagos, to transact the following business:

ORDINARY BUSINESS

1. To lay the audited financial statements for the year ended 31st December, 2019 together with the Reports of the Directors, Independent Auditors and the Audit Committee thereon.
2. To declare a Dividend.
3. To elect and re-elect Directors.
4. To re-appoint PKF Professional Services (Chartered Accountants) as the Auditors to the company for the year ended 31st December, 2019.
5. To authorize the directors to fix the remuneration of the auditors.
6. To elect shareholders-members of the Statutory Audit Committee for the ensuing year.

NOTES

1. *Election and re-election of directors*

Pursuant to Section 259 of the Companies and Allied Matters Act, at the annual general meeting in every subsequent year one third of the directors for the time being, or if their number is not three or a multiple of three, then the number nearest one third shall retire from office.

The Board of Directors being satisfied with the performance of Mr. Omotunde Alao-Olaifa proposes that he be re-appointed as a Director of the company.

Pursuant to Section 249(1) of the Companies and Allied Matters Act, the Board of Directors shall have power to appoint new directors to fill any casual vacancy arising out of death, resignation, retirement or removal of a Director.

The Board of Directors proposes the approval of the appointment of Mr Mutiu Sunmonu and Dr Samuel Onyishi as Non-Executive Directors to fill casual vacancies.

The profiles of all the Directors are contained in the annual report.

2. **PROXY**

A shareholder who is entitled to attend the meeting is entitled to appoint a proxy to exercise all or any of his/her rights to attend and to speak and vote on his/her behalf at the meeting. A Proxy need not be a shareholder. A Proxy Form which may be used to make such appointment shall accompany this notice of meeting and can be downloaded at the Company's website at www.c-ileasing.com.

In line with the directive of the Corporate Affairs Commission that in view of the Covid 19 pandemic, attendance shall only be by proxies, the Company has listed the names and particulars of proposed proxies for shareholders to select from below. The list of proxies can also be found on the Company's website at www.c-ileasing.com and in the attached proxy form. Shareholders are advised to nominate their desired proxy and execute the attached proxy form.

All instruments of proxy should be completed and deposited at the office of the Company's Registrars, Centurion Registrars 33C, Cameron Road, Ikoyi, Lagos State or via email to operations@centurionregistrars.com not later than 48 hours before the time of holding the meeting.

Stamping of Proxy Forms- 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 frame.

List of Proxies

1. Mr. Andrew Otike-Odibi
2. Mr. Chukwuemeka Ndu

3. **DIVIDEND**

The Board has recommended a dividend of 20kobo per ordinary share of 50 kobo each, which if approved is payable less withholding tax. If payment of the dividend is approved at the Annual General Meeting, the dividend will be paid on 31st July, 2020 to Shareholders whose names appear on the register of members at the close of business on Monday, 13th July, 2020. The register will be closed from Tuesday, 14th July, 2020 to Thursday, 16th July, 2020, both days inclusive.

4. **E-DIVIDEND MANDATE**

Shareholders are kindly requested to open a bank account into which their dividend payment will be credited. Detachable application forms for e-dividend is attached to the annual report to enable all shareholders furnish the particulars of their account to the registrar. The E-Dividend Mandate form can also be downloaded from the Company's website at www.c-ileasing.com.

5. **UNCLAIMED DIVIDEND**

Some dividend warrants and share certificates have remained unclaimed or are yet to be presented for payment or returned to the Company for revalidation. A list of the unclaimed dividends will be circulated together with the annual report. Affected shareholders are advised to contact the Registrar, CENTURION REGISTRARS LIMITED No 33C, Cameron Road, Ikoyi, Lagos State.

6. **CLOSURE OF REGISTER**

In compliance with section 89 of the Companies and Allied Matters Act 2004 and post-listing rules of the Nigerian Stock Exchange, the register will be closed from Tuesday, 14th July, 2020 to Thursday, 16th July, 2020, both days inclusive, to enable the Registrar update the record of members.

7. **AUDIT COMMITTEE**

Any shareholder may nominate another shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary of the Company at least 21 days before the date of the Annual General Meeting.

The Audit Committee comprises three shareholders and three Directors. Nominees of the Audit Committee should have basic financial literacy and should be able to read and appreciate financial statements. All nominations should be accompanied by a copy of the nominee's curriculum vitae.

8. **SHAREHOLDERS' QUESTIONS**

Shareholders are entitled to ask questions at the Annual General Meeting on any matter contained in the Annual Report and Financial Statements.

9. Further Information

A copy of this notice and the annual report can be found and downloaded at the Company's website at www.c-leasing.com.

Dated this 30th day of April, 2020

BY ORDER OF THE BOARD

A handwritten signature in green ink, appearing to read 'Mbanugo Udenze', written in a cursive style.

G. MBANUGO UDENZE – FRC/2014/NBA/0000008124

For: MBANUGO UDENZE & CO.

COMPANY SECRETARY