

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting of members of the Company will hold on **Wednesday, May 24, 2017 at 11.00 am** prompt at THE INCUBATOR, No. 7/8 Chief Yesuf Abiodun Way, City of David Road, Oniru, Victoria Island, Lagos, to transact the following:

Ordinary Business

1. To receive the audited financial statements for the year ended 31st December 2016 together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To elect/re-elect retiring directors.
3. To approve the remuneration of directors.
4. To authorize the directors to fix the remuneration of the auditors.
5. To elect members of the Audit Committee for the ensuing year.

Special Business

To consider and if thought fit, pass with or without modification(s) the following as special business:

1. That the Company be authorized to redeem the US\$2,486,143.09 convertible loan stocks issued to Abraaj Nigeria Advisers Ltd; and that upon its redemption the convertible notes and all coupons thereto be cancelled by the Company.
2. That the Company be authorized to redeem the US\$10,000,000 redeemable convertible loan stocks issued to Abraaj Nigeria Advisers Ltd; and upon its redemption the convertible notes and all coupons thereto be cancelled by the Company.
3. That the directors be and are hereby authorised to take all such incidental, consequential and supplemental actions and to execute all requisite documents as may be necessary to give effect to the above resolutions.

NOTES

1. Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy in his stead. Proxies need not be member of the Company. Executed proxy forms should be deposited with the Company Secretary at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.

2. 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 Monday, May 15, 2017 to Monday, May 22, 2017 both days inclusive to enable the registrar to update the records of members.

3. 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.

4. Redemption of Loan Stock

In 2010, Aureos Africa Fund LLC (now Abraaj Nigeria Advisers Limited) invested \$10 Million variable coupon, convertible note with five year maturity period in C&I Leasing Plc. The Company and Abraaj Nigeria Advisers Limited have agreed that the loan stock be redeemed within the 2017 financial year.

Also, in 2012 upon the expiration of mandate by Bank of Ghana to leasing companies to recapitalize, C&I Leasing bought out Aureos West Africa Fund LLC (now Abraaj Nigeria Advisers Limited) investment in the subsidiary, Leasafic Ghana Limited, valued at \$2,486,143.09 by a swap arrangement and converted same to equity. Abraaj Nigeria Advisers Ltd in turn invested the proceeds of the divestment as additional notes in C&I Leasing Plc bringing its total investment to \$12,486,143.09.

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 of No. 33C, Cameron Road, Ikoyi, Lagos State.

6. Shareholders' Questions

Shareholders are entitled to ask questions at the Annual General Meeting on any matter contained in the Annual Report and Financial Statements. Shareholders may also submit their questions in writing, addressed to the Company Secretary and forwarded to the Company's head office not later than seven days before the date of the meeting.

7. Further Information

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

Dated the 20th day of March 2017.

BY ORDER OF THE BOARD



G. MBANUGO UDENZE – FRC/2014/NBA/00000008124
For: MBANUGO UDENZE & CO.
COMPANY SECRETARY