



NOTICE OF 28TH ANNUAL GENERAL MEETING OF C&I LEASING PLC

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of members of the Company will hold on **Tuesday, 30th July 2019** at **11.00 am** prompt at THE INCUBATOR, 7/8, Chief Yesuf Abiodun Way, City of David Road, Oniru, Victoria Island, Lagos to transact the following business:

Ordinary Business

1. To receive the audited financial statements for the year ended 31st December 2018 together with the Reports of the Directors, Independent Auditors and Audit Committee thereon.
2. To declare a dividend
3. To elect and re-elect retiring directors.
4. To re-appoint PKF Professional Services (Chartered Accountants) as the Auditors to the company from the end of the annual general meeting until the end of next year's annual general meeting.
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.

Special Business

1. To consolidate all finance leases and financial services business into C&I Capital Plc.

EXPLANATORY NOTES TO THE NOTICE

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 Sir Patrick Ugboma and Mr Larry Olugbenga Ademeso, proposes that both directors be re-appointed as directors.

Pursuant to Section 249 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.

The Board of Directors proposes the approval of the appointment of Mr Zahi El-Khatib as a non-executive director to fill the casual vacancy occasioned by the resignation of Mr. Jacob Kholi.

The board also proposes that Mr Babatunde Olakunle Edun be elected a director subject to regulatory approval.

The profiles of the directors are contained in the annual report.

2. *Proxy*

A shareholder who is unable or does not wish to attend the AGM 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.

Executed proxy forms should be deposited with the Company Secretary at the Registered Office of the Company at No.2,C&I Leasing Drive, off Bisola Durosinmi-Etti Drive, Lekki Phase 1, Lagos not later than 48 hours before the time fixed for the meeting.

3. *Dividend Warrants*

The Board has recommended a dividend of 7.50 kobo 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 warrant will be posted on or before July 31, 2019 to shareholders whose names appear on the register of members at the close of business on Friday, July 12, 2019. The register will be closed from Monday, 15th July, 2019 to Friday, 19th July, 2019, 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 form for e-dividend is attached to the annual report to enable all shareholders to 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 Monday, 15th July, 2019 to Friday, 19th July, 2019, 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. 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.

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-ileasing.com.

Dated this 30th day of April, 2019

BY ORDER OF THE BOARD



G. MBANUGO UDENZE – FRC/2014/NBA/00000008124

For: MBANUGO UDENZE & CO.

COMPANY SECRETARY