

NOTICE IS HEREBY GIVEN that the 33rd Annual General Meeting of members of C & I Leasing Plc will be held *virtually* on the 23rd day of September 2024 by 1.00 pm to transact the following businesses:

ORDINARY BUSINESS

1. To lay the Audited financial statements for the year ended 31st December 2023 together with the reports of the Directors, Independent Auditors, and the Audit Committee thereon.
2. To declare a Dividend
3. To re-elect Directors retiring by rotation.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To elect Shareholder-members of the Statutory Audit Committee for the ensuing year.
6. To disclose the remuneration of managers of the company.

SPECIAL BUSINESSES

1. To approve the remuneration of the Directors for the year ending 31st December 2024
2. To ratify the issuance of bonus shares declared by the Directors of the Company on 11 November 2023 as follows:
 - i. That the Directors are hereby authorized to capitalize the sum of N589,715,389 from the share premium account of the company which is currently at 3,361,609,000 (Three Billion, Three Hundred and Sixty-One Million, Six Hundred and Nine Thousand Naira) to issue a bonus share of 2 units of ordinary shares of 50 Kobo for every 3 shares held by shareholders of the company as at the close of business on 4th January 2024 which bonus shall rank pari passu in all respect with the existing shares of the Company. This bonus offer translates to 1,179,430,778 (One Billion, One Hundred and Seventy-Nine Million, Four Hundred and Thirty Thousand, Seven Hundred and Seventy-Eight) units.
 - ii. That the Directors are authorized to cancel the balance of 51,423,055 (Fifty-One Million, Four Hundred and Twenty-Three Thousand, Fifty-Five) units of unutilized ordinary shares of 50 Kobo each with the Corporate Affairs Commission.
 - iii. That following the bonus issue and the cancellation of unissued shares, the issued share capital of the company will be as follows:

Share Analysis		(Units)	Share Cap (NGN) at N0.50
Current Issued shares	a	781,646,167	390,823,083.50
Issued shares from conversion of loan stock	b	987,500,000	493,750,000.00
Bonus shares from share premium (2 for every 3 shares held)	c	1,179,430,778	589,715,389.00
Unissued shares	d	51,423,055	25,711,527.50
Current Authorised share capital	e=a+b+c+d	3,000,000,000	1,500,000,000.00
New Issued Share capital after bonus issue	f=e-d	2,948,576,945	1,474,288,472.50

Directors:

Dr. Samuel Onyishi (Chairman), Chukwuemeka Ndu (Vice Chairman),
Ugoji Lenin-Ugoji (Managing Director/CEO), Babatunde Edun (Non-Executive),
Omotunde Alao-Olaifa (Non-Executive), Florence Okoli (Non-Executive),
Alh. Sadiq Abubakar Adamu (Non-Executive), Oluyemi Abaolu-Johnson (Non-Executive),
Tom Oko Achoda (Non-Executive)

- iv. That the Company is hereby authorized to amend “Clause 6 of the Memorandum of Association of the Company as follows:

“The issued share capital of the Company is 2,948,576,945 (Two Billion, Nine Hundred and Forty-Eight Million, Five Hundred and Seventy-Six Thousand, Nine Hundred and Forty-Five) ordinary shares of 50 Kobo each”.

- v. That the Directors are authorized to take all legal steps necessary, consequential, or incidental, including entering into such agreements or appointing such Consultants, to give effect to these resolutions.

NOTES

1. DIVIDEND

If the dividend of 5kobo per ordinary share recommended by the Board of Directors is approved by members at the Annual General Meeting, the dividend will be paid on the 23rd day of September 2024 to shareholders whose names are registered in the Register of Members as at the close of business on the 9th day of August 2024.

2. UNCLAIMED DIVIDEND

A list of the unclaimed dividends will be circulated together with the annual report. Affected shareholders are advised to complete the e-mandate form in the annual report and contact the Registrar, Cordros Registrars Limited at 21 Norman Williams Street, Ikoyi, Lagos State, or send it via email to cordrosregistrars@cordros.com.

3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Section 285 of the Companies and Allied Matters Act 2020, 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 performances of Mr. Tom Achoda and Mrs. Florence Okoli having presented themselves for re-election, propose that they be re-elected as Directors of the company.

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

4. VIRTUAL MEETING LINK

Further to the signing into law of the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The Virtual Meeting Link for the Annual General Meeting which will be live-streamed will be available on the Company’s website at www.c-ileasing.com, and other social media platforms for the benefit of Shareholders.

5. 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 member of the company.

A Proxy Form that may be used to make such an appointment shall accompany this notice of the meeting and can be downloaded on the Company's website at www.c-ileasing.com. All executed instruments of proxy should be deposited at the office of the Registrar, Cordros Registrars Limited, 21 Norman Williams Street, Ikoyi, Lagos State, or via email to cordrosregistrars@cordros.com not later than 48 hours before the time fixed for the meeting. The Company has made arrangements, at its cost, for the stamping of duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

6. CLOSURE OF REGISTER

In compliance with section 114 of the Companies and Allied Matters Act 2020 and post-listing rules of Nigerian Exchange Limited, the register will be closed from **12th August to 16th August 2024**, both days inclusive, to enable the Registrar to update the record of members.

7. AUDIT COMMITTEE

A 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 two Directors. Nominees for 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 not only at the Annual General Meeting but before the date of the meeting on any matter contained in the Annual Report and Financial Statements. Such questions should be sent to the Company Secretary on or before the 20th of September 2024

9. FURTHER INFORMATION

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

BY ORDER OF THE BOARD

Dated this 5th day of July 2024



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