

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the forty fourth Annual General Meeting of the members of **11 Plc** will be held at Transcorp Hilton, 1, Aguiyi Ironsi Street, Abuja, on **Tuesday, May 24, 2022** at **11.00 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To lay before the members, the Audited Financial Statements, the Report of the Directors, Reports of the Auditors and Statutory Audit Committee thereon.
2. To declare a dividend.
3. To ratify the appointment of Hon. Lawal Muhammadu Idirisu as an independent Non-Executive Director
4. To authorize the Directors to fix the remuneration of the External Auditors for the 2022 financial year.
5. To disclose the remuneration of managers of the Company.
6. To elect the members of the Statutory Audit Committee

SPECIAL BUSINESS:

7. To fix the remuneration of the Directors.
8. To consider and if thought fit, pass the following as special resolution:

*“that pursuant to the requirement of Companies and Allied Matters Act (CAMA), 2020 and the Companies Regulations, 2021 as it relates to unissued shares of the Company, that the company’s unissued shares of **39,404,739** be and are hereby cancelled bringing the Company’s issued share Capital to be **N180,297,630.5** divided into **360,595,261** ordinary shares of **50K each.**”*

9. To consider and if thought fit pass the following as special resolution:

*“that pursuant to resolution 8 above, the Directors be and are hereby authorized to alter the first line of Clause 5 of the memorandum and Article of Association of the company to read ‘The issued share capital of the Company is **N180,297,630.5** divided into **N360,595,261** ordinary shares of **50k (fifty kobo) each**”*

Notes:

1. PROXY:

In compliance with the Coronavirus Disease (COVID-19) Health Protection Regulations 2021 issued by the Federal Government of Nigeria, limiting the maximum number of persons at a gathering (not more than 50 persons), attendance at this Annual General Meeting (AGM) shall be by proxy only. The Company has obtained the approval of Corporate Affairs Commission to hold the AGM using proxies in line with the “Guidelines on Holding of AGM of Public Companies Using Proxies”.

A proxy may be selected from any of the following individuals:

- i. Mr. Tunji Oyebanji
- ii. Alh. Abdulkadir Aminu Mamman
- iii. Chief Paul C. Obi
- iv. Oloye Esan Ogunleye
- v. Mr. Raphael Osayameh
- vi. Barr. G. Adetutu Siyonbola
- vii. Alh. Sani Yau
- viii. Dr. Raphael Attu
- ix. Mr. David O. Odebiyi

To be valid for the AGM, a duly completed Proxy Form must be received in the office of the Registrars, Greenwich Registrars & Data Solutions Limited, No. 274, Murtala Muhammad Way, Alagomeji, Yaba, Lagos State or sent by e-mail to info@gtlregistrars.com not later than Friday, May 13, 2022.

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The Company has made arrangements for Stamp Duty to be paid on the proxy forms, at the Company's cost.

2. DIVIDEND WARRANTS AND CLOSURE OF REGISTER

If the proposed dividend of 850 kobo for every share of 50 kobo recommended by the Directors is approved, those shareholders whose names are registered in the Register of Members at the close of business on Friday April 22, 2022 shall have their designated bank accounts credited directly on or before May 25, 2022. Notice is hereby given that the Register of Members and Transfer Books will be closed from Monday, 25th April 2022 to Friday, 29th April, 2022 [both days inclusive] to enable preparation and payment of dividend by the Registrars.

3. NOMINATION FOR THE AUDIT COMMITTEE

The Audit Committee consists of three shareholders and two Directors. In accordance with Section 404(6) of the Companies and Allied Matters Act 2020, any member may nominate a shareholder as a member of the Audit Committee by giving in writing, notice of such nomination at least 21 days before the date of the Annual General Meeting.

The National Code of Corporate Governance, 2018 (NCCG, 2018) stipulates that members of the Audit Committee should have basic financial literacy and should be able to read the Financial Statements.

4. E-DIVIDEND

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment. A detachable e-dividend payment mandate and change of address form is attached to the Annual Report to enable shareholders furnish particulars of their bank and CSCS Accounts numbers to the Registrar

5. UNCLAIMED DIVIDEND

A number of dividends have remained unclaimed; the list of these unclaimed dividends can be accessed on the following link <https://11plc.com/wp-content/uploads/2021/04/11PLC-UNCLAIMED-DIVIDEN-LIST-1.pdf>

. Shareholders who are yet to claim their outstanding dividends can also complete the e-dividend registration form by downloading the Registrar's E-Dividend Mandate Activation Form, which is available at <https://sec.gov.ng/non-mandated/>, and submit to the Registrars at Greenwich Registrars & Data Solutions, 274 Murtala Muhammed Way, Alagomeji-Yaba Lagos or their respective Banks for the purpose of claiming their outstanding dividends.

6. RIGHTS OF SECURITIES' HOLDERS TO ASK QUESTIONS

Securities' Holders have a right to ask questions not only at the meeting, but also in writing prior to the meeting and such questions must be submitted to the Company on or before May 10, 2022.

7. LIVE STREAMING OF THE AGM

The AGM will be streamed live online. This will enable Shareholders and other relevant Stakeholders who will not be attending the meeting physically to be part of the proceedings. The link for the live streaming will be made available on the Company's website: www.11plc.com and by the Registrar, in due course.

8. ELECTRONIC VERSION OF THE ANNUAL REPORT AND ACCOUNTS

Electronic version (e-copy) of the 2021 Annual Report and Accounts will be made available online for viewing and download via the Company's website, www.11plc.com. Shareholders who have updated their records with their email address will also receive the e-copy of the document.

Dated this 29 day of March, 2022

BY ORDER OF THE BOARD



Chris-Olumayowa Meseko, FCIS
Company Secretary
FRC/2018/NBA/00000019003

REGISTERED OFFICE:
11 Plc Apapa Complex,
1 Mobil Road,

Apapa, Lagos.
www.11plc.com