

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the forty-second Annual General Meeting of the members of **11Plc** will be held at Lagos Hall of Transcorp Hilton, 1 Aguiyi Ironsi Street, Abuja, on **Wednesday, October 14, 2020**, at **11.00 a.m.** to transact the following:

ORDINARY BUSINESS:

1. To lay before the members the Report of the Directors, the Audited Financial Statements for the year ended December 31, 2019 together with the Report of the Independent Auditors and Audit Committee thereon;
2. To declare a dividend;
3. To ratify the appointment of Senator Daniel Olugbenga Aluko as an Independent Director;
4. To authorize the Directors to fix the remuneration of the Auditors
5. To elect members of the Audit Committee.

SPECIAL BUSINESS

6. To fix the remuneration of the Directors;
7. To consider and pass the following as Ordinary Resolutions of the company:
 - a. "that the transfer of the real estate portfolio of 11Plc to 11 Hospitality Limited (its wholly owned subsidiary), as recommended by the Board of Directors be and is hereby approved"
 - b. "that subject to the applicable rules of the Nigerian Stock Exchange and subject to compliance with other statutory requirements, the shareholders hereby approve the voluntary delisting of the shares of 11Plc from the Nigeria Stock Exchange"
 - c. "that the Board of Directors and persons authorized by the Board be and are hereby authorized, on behalf of the Company, to do all such acts and things which they may consider proper and expedient to realise the delisting of the shares of 11Plc from the Nigeria Stock Exchange."

Notes:

A. PROXY

In line with the guidelines of the Corporate Affairs Commission (CAC) on the conduct of the Annual General Meeting (AGM) of Public Companies by proxies, the Company has obtained the approval of CAC to hold the AGM with attendance by proxies. The number of attendance shall be limited to the maximum number of person stipulated by the Federal Capital Territory Administration. The proceedings of the Annual General Meeting shall be streamed live.

NOMINTATED PROXIES

In compliance with the above guidelines, a member entitled to attend and vote at the AGM is advised to select from the under listed proposed proxies to attend and vote in their stead:

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|------------------------|-----------------------------|----------------------------|
| I. Mr. Ramesh Kansagra | V. Mr. Raphael Osayameh | IX. Chief Timothy Adesiyon |
| II. Mr. Tunji Oyebanji | VI. Mrs. Adebisi Bakare | |
| III. Chief Paul Obi | VII. Alh. Kabiru A. Tambari | |
| IV. Mr. Esan Ogunleye | VIII. Mrs. Efunyemi Obideyi | |

A proxy form is attached to the Annual Report. All instruments of proxy must be deposited at the office of the Company's Registrars, Greenwich Registrars & Data Solutions Limited, 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos, P.M.B. 12717, Lagos or via E-mail: info@gtlregistrars.com not later than 48 hours before the time of the meeting. The Company has made arrangements to bear the cost of stamp duties on the instruments of proxy.

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B. DIVIDEND AND CLOSURE OF REGISTER

If the dividend recommended by the Directors is approved, those shareholders whose names are registered in the Register of Members at the close of business on September 29, 2020 shall have their designated bank accounts credited directly on October 15, 2020. Notice is hereby given that the Register of Members and Transfer Books will be closed from September 30, 2020, through October 5th, 2020 [both days inclusive] to enable preparation and payment of dividend by the Registrars.

C. NOMINATION FOR THE AUDIT COMMITTEE

The Audit Committee consist of three shareholders and three Directors. In accordance with section 359 (5) of the Companies and Allied Matters Act 2004, 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.

Nigeria Code on Corporate Governance, 2018 stipulates that members of the Audit Committee should have basic financial literacy and should be able to read Financial Statements.

D. 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.

E. RIGHTS OF SECURITIES HOLDERS TO ASK QUESTIONS:

Securities holders have a right to ask questions not only at the Annual General Meeting, but also in writing prior to the meeting. Questions should be submitted to the Company Secretary at the Company's registered office up to two days before the date of the Annual General Meeting.

F. ELECTRONIC ANNUAL REPORT:

The soft copy of the 2019 Annual Report is on our website and sent to our shareholders who have provided their email addresses to the Registrars. Shareholders who are interested in receiving the soft copy of the 2019 Annual Report should request via email to: info@gtlregistrars.com.

G. STREAMING:

The Annual General Meeting will be streamed live via the Company's website: [www. https://11plc.com](http://www.11plc.com). This will enable shareholders who will not be attending the meeting physically to be part of the proceedings. The link for live streaming can be found on the Company's website.

Dated this 27 day of February, 2020.

BY ORDER OF THE BOARD



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

REGISTERED OFFICE:
11 Plc Apapa Complex,
1 Mobil Road,
Apapa, Lagos.
www.11plc.com