



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of NPF MICROFINANCE BANK PLC will be held on Thursday 22nd June 2023 at 11:00a.m. at Oduduwa Hall, Golden Tulip Hotel, Ibadan, Oyo State to transact the following business:

A. ORDINARY BUSINESS

- To lay before the members of the Company the Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Reports of the Directors, Auditors and Audit Committee thereon,
- To declare a dividend
- To re-elect the following Directors retiring by rotation;
 - Mr. Salihu Argungu Hashimu
 - Mrs. Rakiya Edota Shehu
 - Mr. Abdulrahman Satumari
- To approve the appointment of Mr. Said Umar Garba Fagge
- To appoint the firm of Deloitte & Touche as External Auditors of the Company
- To authorise the Directors to fix the remuneration of the Auditors
- To Disclose the Remuneration of Managers of the Company
- To elect members of the Statutory Audit Committee

B. SPECIAL BUSINESS

To consider and if thought fit to pass the following resolutions as special resolutions of the Company;

- Increase in Issued Share Capital
 - "That in furtherance to the Bank's strategy to transition to a Deposit Money Bank, the Company's share capital be increased by the number of shares which will be required to meet the regulatory requirement to convert to a Deposit Money Bank".
 - "That further to the above approval, the Directors be and are hereby authorised to pass the relevant resolutions
 - Increasing the Company's share capital by the number of new ordinary shares as may be determined by them.
 - Allotting such said number of new shares to shareholders who subscribe for the shares whenever an offer is made by public offer, rights issue or placing and that such new ordinary shares when issued shall rank pari passu in all respect with the Company's existing ordinary shares.
 - That after the increase in the Company's share capital and allotment of the new ordinary shares to shareholders in accordance with resolution (i) and (ii) above, clause 6 of the Memorandum of Association be amended as necessary to reference the Company's new issued share capital.
 - That the Directors be and are hereby authorised to take all such lawful steps, pass all requisite resolutions and do all such other lawful acts/or things as may be necessary and or incidental for giving effect to and or implementing the above resolutions.
- Amendment of the Memorandum of Association
"That Pursuant to the increase in the issued share capital of the Company, Clause 6 of the Memorandum of Association of the Company be amended to reflect the increase.

PROXY

A member of the Company entitled to attend and vote at any General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.

For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Secretary, Aliyu Atta House,

1, Ikoyi Road, Obalende or the Registrar of the Company Cardinalstone Registrars Ltd, 335/337 Herbert Macaulay Way, Yaba, Lagos or via email at registrars@cardinalstone.com not less than 48 hours before the time fixed for the meeting.

BY ORDER OF THE BOARD

Dated this 18th day of May, 2023.

Mrs. Osaro J. Idemudia

Company Secretary/Legal Adviser

FRC/2013/NBA/00000002319

1, Ikoyi Road, Obalende, Lagos.

NOTES

1. PAYMENT OF DIVIDEND

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend shall be paid on **Thursday 22nd June 2023** to Shareholders' whose names are registered in the Register of Members at the **close of business on Monday 8th May 2023**.

2. CLOSURE OF REGISTER OF MEMBERS

The Register of Members and Transfer Books to enable the Registrar prepare for payment of cash dividend will be closed from **Tuesday 9th May 2023 to Friday 12th May 2023 (both days inclusive)**.

3. UNCLAIMED DIVIDEND WARRANTS

All shareholders are encouraged to complete an e-dividend mandate form to ensure that all outstanding dividend are paid electronically.

A list of unclaimed dividend will be circulated along with the Annual Report and Accounts and can also be accessed at the Registrar's office or via the Company's **website www.npfmicrofinancebankplc.ng**

4. STATUTORY AUDIT COMMITTEE

Pursuant to Section 404 (6) of the Companies and Allied Matters Act, 2020, any member may nominate another member for appointment to the Audit Committee. Such nomination should be in writing and must reach the Company Secretary not less than 21 days before the Annual General Meeting.

The Corporate Governance Guidelines of the Securities and Exchange Commission (SEC) and Code of Corporate Governance of the Central Bank of Nigeria (CBN) provides that members of the Audit Committee should have basic financial literacy and be knowledgeable in internal control process. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

5. ELECTRONIC ANNUAL REPORT

The electronic version of the Annual Report is available at www.npfmicrofinancebankplc.ng Shareholders who have provided their email details to the Registrar will receive the electronic version of the Annual Report via email. Additionally, shareholders who are interested in receiving the electronic version of the Annual report may request via e-mail to registrars@cardinalstone.com.

6. BIOGRAPHICAL DETAILS OF DIRECTORS

The biographical details of all Directors submitted for re-election or approval are contained in the Annual Report.

7. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders reserve the right to ask questions not only at the Annual General Meeting, but also in writing prior to the meeting on any item contained in the Annual Report and Accounts. Such questions should be addressed to the Company Secretary, NPF Microfinance Bank Plc, Aliyu Atta House, No. 1 Ikoyi Road, Obalende, Lagos or info@npfmicrofinancebankplc.ng not later than 15th June 2023.