



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **30th Annual General Meeting of NPF MICROFINANCE BANK PLC** will be held on **Thursday 31st October 2024 at 11:00a.m at Bawuro Hall, City Green Hotel, 18 Tidbe Plaza, Opp. FCE, Jimeta-Yola, Adamawa 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 year ended 31 December 2023 together with the Reports of the Directors, Auditors and Audit Committee thereon,
- To declare a dividend
- To approve the appointment of the following Directors;
 - Non-Executive Directors**
 - AIG. Oyeyemi Adesoye Oyediran psc, fsi
 - Mr. Idrisu Dabban Dauda psc, fdc, Mni AIG (Rtd)
 - Otunba Damilola Samuel Adegbuyi CP (Rtd)
 - CSP. Lydia Enemona Ameh
 - Chief Felix Sunday Chukwurah (Please see note 4);
 - Independent Non -Executive Directors**
 - Mr. Mutalib Atanda Akinlade, MBA, FCA
 - Mr. Adujo Friday Abah Esq
 - To approve the appointment of Mrs. Akin-Balogun, Olamide Mojisola as Executive Director, Finance & Administration.
 - To approve the appointment of Mr. Habeeb Amuda Yusuf as Managing Director.
- To authorise the Directors to fix the remuneration of the Auditors.
- To Disclose the Remuneration of Managers of the Company under Section 238 and 257 of the Companies and Allied Matters Act 2020.
- To elect the Shareholders representatives of the Statutory Audit Committee.

B. SPECIAL BUSINESS

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


- "That the remuneration of the Directors of the Bank for the year ending 31st December, 2024 and for subsequent years be and is hereby fixed at N50,000,000.00 only.

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


MRS. OSARO J. IDEMUDIA
Company Secretary/Legal Adviser
FRC/2013/NBA/00000002319
1, Ikoyi Road, Obalende, Lagos.
19th August 2024

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 1st November 2024 to Shareholders whose names are registered in the Register of Members at the close of business on 7th October 2024.

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 8th -11th October 2024 (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. ELECTION OF DIRECTOR AGED 70 YEARS OR MORE

In accordance with Section 282 of Companies and Allied Matters Act 2020, a special notice is hereby given that Chief Felix Sunday Chukwurah attained the age of 70years in November 2018 and will be presented for appointment as a Non-Executive Director on the Board of the Company at the 30th Annual General Meeting.

5. 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.

6. 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.

7. BIOGRAPHICAL DETAILS OF DIRECTORS

The biographical details of all Directors submitted for approval are contained in the Annual Report and on the bank's website at www.npfmicrofinancebankplc.ng

8. 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 17th October 2024.**