



**NOTICE IS HEREBY GIVEN** that the 11<sup>th</sup> Annual General Meeting ("AGM") of members of Nigeria Mortgage Refinance Company PLC (the "Company") will hold at Abora Hall, Eko Hotel and Suites, Adetokunbo Ademola Street, Victoria Island, Lagos on Wednesday, 30<sup>th</sup> July 2025 at 10.00 a.m. to transact the following:

## ORDINARY BUSINESS

1. To lay before the Company in general meeting, the Audited Financial Statements for the year ended December 31, 2024, together with the Reports of the Auditors, the Directors and the Statutory Audit Committee, as well as the report of the external consultants on the annual evaluation of the Board of Directors thereon
2. To declare a dividend
3. To re-elect the following as Directors:
  - a. Dr. Olabanjo Obaleye
  - b. Dr. Armstrong Takang
  - c. Mr. Aminu Umar-Sadiq
4. To approve the appointment of Ms. Bolaji Agbede as Director
5. To disclose the remuneration of managers
6. To re-appoint Price waterhouse Coopers (PwC) as External Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting
7. To authorise the Directors to fix the remuneration of the Auditors
8. To appoint members of the Audit Committee

## NOTES

### 1. PROXY

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in its stead. A proxy form has been forwarded to the shareholders and can be downloaded from the Company's website at [www.nmrc.com.ng](http://www.nmrc.com.ng). All proxy forms should be deposited at the office of the Registrars, Meristem Registrars & Probate Services Limited, 213 Herbert Macaulay Way, Adekunle Yaba, Lagos, or forwarded via email to [info@meristemregistrars.com](mailto:info@meristemregistrars.com), copying [tsodipo@nmrc.com.ng](mailto:tsodipo@nmrc.com.ng) not later than 48 hours prior to the time of the meeting. The Company undertakes to bear the responsibility for stamping the proxy form at the Stamp Duties Office.

### 2. ELECTRONIC INFORMATION

Relevant documents in connection with the meeting are available to all Shareholders from the date of this notice on the Company's website [www.nmrc.com.ng](http://www.nmrc.com.ng).

### 3. DIVIDEND

If the proposed dividend recommended by the Directors is approved by the members at the Annual General Meeting ("AGM"), the dividend will be payable by Thursday, 31<sup>st</sup> July 2025 or soon thereafter, at the rate of 83 kobo for every ordinary share of N1.00, to Shareholders whose names appear in the Register of Members at the close of business on Wednesday, 23<sup>rd</sup> July 2025. Shareholders who have completed the e-Dividend Mandate forms will receive a direct credit of the dividend into their bank accounts.

### 4. CLOSURE OF REGISTER OF MEMBERS

In accordance with Section 114 of the Companies and Allied Matters Act, 2020, please note that the Register of Members of the Company will be closed on Thursday, 24<sup>th</sup> July 2025 to Monday, 28<sup>th</sup> July 2025 (both dates inclusive), to enable the Registrars update the records in preparation for the payment of dividend.

### 5. E-DIVIDEND MANDATE

Shareholders are kindly requested to update their records and advise the Registrars, Meristem Registrars and Probate Services Limited of their updated records and relevant bank account information for payment of their dividends. Detachable forms in respect of the mandate for e-dividend payment and Shareholder data update are attached to the Annual Report for convenience. The forms can also be downloaded from the Company's website at [www.nmrc.com.ng](http://www.nmrc.com.ng).

The duly completed form should be delivered to Meristem Registrars and Probate Services Limited at 213 Herbert Macaulay Way, Adekunle, Yaba, Lagos. Dividend Mandate can also be submitted electronically by following this link: <https://docuhub3.nibss-plc.com.ng/edmmms/self-service>

### 6. VOTING

On a show of hands, every member present in person or proxy shall have one vote and, on a poll, every member shall have one vote for every share that it holds.

### 7. AUDIT COMMITTEE

The Audit Committee consists of three Shareholders' and two Directors' representatives respectively. In accordance with section 404(6) of the Companies and Allied Matters Act, 2020, any Shareholder may nominate a Shareholder representative for appointment to the Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least twenty-one (21) days before the AGM. The Companies and Allied Matters Act 2020 requires that members of the Audit Committee have financial literacy and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. Consequently, a detailed resume of candidates should be submitted with each nomination.

### 8. RETIREMENT/RE-ELECTION OF DIRECTORS

Dr. Olabanjo Obaleye, Dr. Armstrong Takang and Mr. Aminu Umar-Sadiq are retiring at the AGM in line with Section 285 of the Companies and Allied Matters Act, 2020. The retiring Directors, being eligible, are offering themselves for re-election as Directors at the AGM.

### 9. RIGHT TO ASK QUESTIONS

Members have a right to ask questions on their observations or concerns arising from the 2024 Annual Report and Accounts, not only at the meeting, but also in writing prior to the meeting, provided that such questions in writing are submitted not later than Monday, 28<sup>th</sup> July 2025.

Dated the 3<sup>rd</sup> day of July 2025

**BY ORDER OF THE BOARD**



**TOCHUKWU K. MOGBO**  
Company Secretary

