



...making life better for all

RC. 220824

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of NPF MICROFINANCE BANK PLC. will hold at Ijewere Hall, Chartered Institute of Bankers of Nigeria, PC19, Adeola Hopewell Street, Victoria Island, Lagos State on Thursday 27th May, 2021 at 11:00a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2020 together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon,
2. To declare a dividend
3. (i) To re-elect the following Directors retiring by rotation;
 - a. Mr. Abdulrahman Satumari
 - b. Mrs. Rakiya Edota Shehu
 - c. Mr. Salihu Argungu Hashimu
4. To authorise Directors to fix the remuneration of the Auditors
5. Disclosure of the Remuneration of Managers of the Bank
6. To elect members of the Audit Committee

SPECIAL BUSINESS

7. To consider and if thought fit, pass the following as ordinary resolution;
“That the remuneration of the Directors of the Bank for the year ending 31st December, 2021 be and is hereby fixed at ₦25,000,000.00 only”.
8. To consider and if though fit, pass the following as ordinary resolution;
“That in the event of over subscription of the 3,000,000,000 units of shares earlier approved to be offered by the Company, the Directors be and are hereby authorized to allot all the outstanding unissued shares of the Company in compliance with S.124 of the Companies and Allied Matters Act 2020 and the new Companies Regulations 2021 and to deal with the fractional shares arising therefrom in the best way deemed fit”.

Directors: DIG Azubuko Joel Udah ESQ. NPM. Mni (Rtd) (Chairman), Mr. Akin Lawal (Managing Director), CP Usman Isa Baba (Rtd), Mr. Mohammed D. Saeed, Mr. Abdulrahman Satumari, Mrs. Rakiya Edota Shehu, DIG Salihu Argungu Hashimu (Rtd), Mr. Jibrin G. Gane (ACP Police Coop.), CP Aminu Saleh Pai fdc (CP Police Cooperative), Mr. John K. Tizhe (Executive Director, Operations), Mr. Francis C. Nelson (Executive Director, Finance & Administration)

Head Office: 1. Ikovi Road, Obalende, Lagos State. Tel: 08074550514, 08074550522 (E-Biz Line), 08077410610 (Admin).

BY ORDER OF THE BOARD



Mrs. Osaro J. Idemudia
Company Secretary/Legal Adviser
FRC/2013/NBA/00000002319
1, Ikoyi Road, Obalende, Lagos.
23rd March 2021

NOTES

1. PROXY

In view of the COVID-19 pandemic, the restriction on mass gatherings in the Coronavirus Disease (Covid-19) Health Protection Regulations 2021 and in line with the Guidelines issued by the Corporate Affairs Commission on Holding Annual General Meetings using proxies, attendance at the AGM shall only be by proxy. Consequently, a member entitled to attend and vote at the AGM is advised to select from the underlisted proposed proxies to attend and vote in his stead.

- i. Mr. Azubuko Joel Udah**
- ii. Mr. Akinwunmi Lawal**
- iii. Mr. Boniface Okezie**
- iv. Chief Sunday Nnamdi Nwosu**
- v. Mrs. Efunyemi Obideyi**
- vi. Alh. Kazeem Olayiwola**
- vii. Hon Bright Nwabughogu**
- viii. Barr (Mrs.) Siyonbola Adetutu**
- ix. Mr. Patrick Ajudua**
- x. Mr. MOT Olayiwola Tobun**
- xi. Hon. Kola Alaga**
- xii. Mrs. Okeleye Adenike**

A blank proxy form is attached to the Annual Report and may also be downloaded from the Bank's website at www.npfmicrofinancebank.com.

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need

Directors: DIG Azubuko Joel Udah ESQ. NPM. Mni (Rtd) (Chairman), Mr. Akin Lawal (Managing Director), CP Usman Isa Baba (Rtd), Mr. Mohammed D. Saeed, Mr. Abdulrahman Satumari, Mrs. Rakiya Edota Shehu, DIG Salihu Argungu Hashimu (Rtd), Mr. Jibrin G. Gane (ACP Police Coop.), CP Aminu Saleh Pai fdc (CP Police Cooperative), Mr. John K. Tizhe (Executive Director, Operations), Mr. Francis C. Nelson (Executive Director, Finance & Administration)

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not be a member of the Company. For the appointment to be valid, Shareholders are required to submit their completed proxy forms in line with the Corporate Affairs Commissions' Guideline to the office of the Company Secretary, NPF Microfinance Bank Plc, Aliyu Atta House, No.1 Ikoyi Road, Obalende, Lagos or send soft copies to info@npfmicrofinancebank.com or registrars@cardinalstone.com not later than 25th May 2021 to enable the Bank stamp the proxy forms at the Bank's expense.

2. 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 27th May 2021 to Shareholders' whose names are registered in the Register of Members at the close of business on 6th May 2021.

3. CLOSURE OF REGISTER OF MEMBERS

The Register of Members and Transfer Books will be closed from 7th May 2021 to 13th May 2021 (both days inclusive) to enable the Registrar prepare for payment of dividend.

4. UNCLAIMED DIVIDEND WARRANTS

Some dividend warrants have remained unclaimed or are yet to be presented for payment or are in need of revalidation. Any member affected by this notice is advised to contact the Registrar. The list of unclaimed dividend can also be accessed at the Registrar's office or via the Company's website www.npfmicrofinancebank.com.

5. STATUTORY AUDIT COMMITTEE

In accordance with Section 404 (6) of the Companies and Allied Matters Act, 2020, a shareholder may nominate another shareholder 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 Code of Corporate Governance of the Securities and Exchange Commission (SEC) and 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. E-ANNUAL REPORT

Directors: DIG Azubuko Joel Udah ESQ. NPM. Mni (Rtd) (Chairman), Mr. Akin Lawal (Managing Director), CP Usman Isa Baba (Rtd), Mr. Mohammed D. Saeed, Mr. Abdulrahman Satumari, Mrs. Rakiya Edota Shehu, DIG Salihu Argungu Hashimu (Rtd), Mr. Jibrin G. Gane (ACP Police Coop.), CP Aminu Saleh Pai fdc (CP Police Cooperative), Mr. John K. Tizhe (Executive Director, Operations), Mr. Francis C. Nelson (Executive Director, Finance & Administration)

Head Office: 1. Ikoyi Road, Obalende, Lagos State. Tel: 08074550514, 08074550522 (E-Biz Line), 08077410610 (Admin).

The electronic version of the Annual Report is available at www.npfmicrofinancebank.com 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 profile of all Directors submitted for re-election are contained in the Annual Report.

8. LIVE STREAMING OF THE AGM

The AGM will be streamed live. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM live stream would be made available at the Company's website at www.npfmicrofinancebank.com

9. 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@npfmicrofinancebank.com on or before 26th May, 2021.

Proxy Form



<p>Twenty-Seventh Annual General Meeting of NPF Microfinance Bank Plc. Holding at Jewere Hall, Chartered Institute of Bankers of Nigeria, PC 19, Adeola Hopewell Street, Victoria Island, Lagos State on Thursday 27th May 2021 at 11.00am .</p> <p>I/We.....</p> <p>.....</p> <p>Being a member(s) of the above named company hereby appoint (Please tick your preferred proxy from the list below)</p> <table border="1"> <tr><td>Mr. Azubuko Joel Udah</td><td></td></tr> <tr><td>Mr. Akinwunmi Lawal</td><td></td></tr> <tr><td>Mr. Nwosu Sunday Nnamdi</td><td></td></tr> <tr><td>Mr. Boniface Okezie</td><td></td></tr> <tr><td>Mrs. Obideyi Efunyemi Olatunde</td><td></td></tr> <tr><td>Alh. Kazeem Olayiwola</td><td></td></tr> <tr><td>Hon. Bright Nwabughogu</td><td></td></tr> <tr><td>Barr(Mrs.) Siyonbola Adetutu</td><td></td></tr> <tr><td>Mr. Patrick Ajudua</td><td></td></tr> <tr><td>Mr. MOT Olawiywola Tobun</td><td></td></tr> <tr><td>Hon. Kola Alaga</td><td></td></tr> <tr><td>Mrs. Okeleye Adenike</td><td></td></tr> </table> <p>as my/our proxy to act and vote for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Thursday 27th May 2021 and at any adjournment thereof.</p> <p>Dated this..... Day of..... 2021</p> <p>Shareholders's Signature</p> <p>Please indicate with an "X" in the appropriate box how you wish your votes to be cast on the resolutions set above. Unless otherwise instructed, the proxy will vote or abstain from voting at his direction</p>	Mr. Azubuko Joel Udah		Mr. Akinwunmi Lawal		Mr. Nwosu Sunday Nnamdi		Mr. Boniface Okezie		Mrs. Obideyi Efunyemi Olatunde		Alh. Kazeem Olayiwola		Hon. Bright Nwabughogu		Barr(Mrs.) Siyonbola Adetutu		Mr. Patrick Ajudua		Mr. MOT Olawiywola Tobun		Hon. Kola Alaga		Mrs. Okeleye Adenike		<p>RESOLUTION</p> <p>1. To receive the Audited Financial Statements for the Year Ended December 31 2020 together with the Report of the Directors, Auditors and Statutory Audit Committee thereon.</p> <p>2. To declare a dividend</p> <p>3. To re-elect the following Directors;</p> <p>i. Mr. Abdulrahman Satumari</p> <p>ii. Mrs. Rakiya Edota Shehu</p> <p>iii. Mr. Salihu Argungu Hashimu</p> <p>4. To authorise Directors to fix the remuneration of the Auditors</p> <p>5. Disclosure of the Remuneration of Managers of the Bank.</p> <p>6. To elect members of the Audit Committee</p> <p>SPECIAL BUSINESS</p> <p>7. To consider and if thought fit pass the following as an ordinary resolution:</p> <p>"That the directors' annual fees for the year ending 31 December 2021 be and is hereby fixed at ₦25,000,000.00".</p> <p>8. To consider an if thought fit pass the following as an ordinary resolution</p> <p>"That in the event of over subscription of the 3,000,000,000 units of shares earlier approved to be offered by the Company, the Directors be and are hereby authorised to allot all the outstanding unissued shares of the Company in compliance with S.124 of the Companies and Allied Matters Act 2020 and the new Companies Regulations 2021 and to deal with the fractional shares arising therefrom in the best way deemed fit".</p>	<p>FOR</p>	<p>AGAINST</p>
	Mr. Azubuko Joel Udah																										
	Mr. Akinwunmi Lawal																										
	Mr. Nwosu Sunday Nnamdi																										
	Mr. Boniface Okezie																										
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Mr. MOT Olawiywola Tobun																											
Hon. Kola Alaga																											
Mrs. Okeleye Adenike																											

BEFORE POSTING THE ABOVE CARD, TEAR OFF THIS PART AND RETAIN IT

ADMISSION CARD

NPF MICROFINANCE BANK PLC
RC.220824
27TH ANNUAL GENERAL MEETING

PLEASE ADMIT ONLY SHAREHOLDER NAMED ON THIS CARD OR HIS DULY APPOINTED PROXY TO THE 27TH ANNUAL GENERAL MEETING BEING HELD AT IJEWERE HALL, CHARTERED INSTITUTE OF BANKERS OF NIGERIA, PC 19 ADEOLA HOPEWELL STREET, VICTORIA ISLAND, LAGOS ON THURSDAY 27TH MAY 2021 AT 11:00AM

NAME OF SHAREHOLDER/PROXY:.....SIGNATURE.....

ADDRESS.....

NUMBER OF SHARES.....

IMPORTANT NOTICE

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not also be a member. A proxy form is attached to this Notice and it is valid for the purpose of the meeting.
2. Shareholders should note that the Corporate Affairs Commission has in view of the Covid-19 pandemic and following the government's restriction on public gathering approved the attendance to the meeting shall only be by proxy to ensure public health and safety.
3. Shareholders are therefore requested to submit their completed proxy forms in line with the Corporate Affairs Commissions' Guideline to the office of the Company Seceratry, NPF Microfinance Bank Plc Aliyu Atta House, No.1 Ikoyi Road Obalende, Lagos or send soft copies to info@npfmicrofinancebank.com or registrars@cradinalstone.com not later than 25 May 2021 to enable the Bank stamp the proxy forms.
4. If proxy form is executed by a company, it should be sealed under its common seal or the hand and seal of its attorney.

