

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting (AGM) of Nigerian Aviation Handling Company Plc (nahco aviance) ("the Company") will hold virtually via <https://youtube.com/live/RPzETffJsZE?feature=share> on Friday, 26th May, 2023 at 11.00 am to transact the following businesses:

### ORDINARY BUSINESS

1. To lay the Audited Financial Statements for the year ended 31st December 2022 together with the Report of the Directors, External Auditors and Audit Committee thereon.
2. To declare a dividend recommended by the Board of Directors of the Company in respect of the financial year ended 31st December 2022.
3. To re-elect the following Directors, who being eligible, offer themselves for re-election:
  - a. Dr Seinde Oladapo Fadeni (Non-Executive Director)
  - b. Mr. Taofeeq Oluwatoyin Salman (Non-Executive Director)
  - c. Prof. Enyinna Okpara (Non-Executive Director)
4. To authorize the Directors to fix the remuneration of the External Auditors for the 2023 financial year.
5. To disclose the remuneration of managers of the Company.
6. To elect members of the Audit Committee.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolutions:

7. To approve the remuneration of the Directors of the Company for the year ending December 31, 2023.
8. That pursuant to Rule 20.8 of The Nigerian Exchange Issuers Rules, that the general mandate given to the Company to procure goods and services and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms, be and is hereby renewed.'

### Proxy

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her place. A proxy need not be a member of the Company. A proxy form is enclosed in the Annual Report. For the instrument of proxy to be valid for the purposes of this meeting, it must be duly completed, duly stamped and must be deposited at the office of the Registrar, CardinalStone Registrars Limited, 358, Herbert Macaulay way, by St. Dominic Catholic Church, Sabo, Yaba, Lagos or by email to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com), not less than 48 hours before the time fixed for the meeting. The cost of stamping the proxy forms will be borne by the Company.

### Virtual Meeting Link

Further to the signing into law of the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The Virtual Meeting Link for the Annual General Meeting is <https://youtube.com/live/RPzETffJsZE?feature=share>. The Virtual Meeting Link will also be available on the Company's website at [www.nahcoaviance.com](http://www.nahcoaviance.com).

### Dividend

If the dividend recommended by the Directors is approved, the dividend will be paid on Friday, 26th May 2023 to shareholders whose names appear in the Register of Members at the close of business on Friday 12th May 2023.

## E - Dividend

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend payment in line with the Securities and Exchange Commission (SEC) directives. Detachable application form for the e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their bank accounts to the Registrar as soon as possible. The e-dividend form is also available on the website of our Registrar [www.cardinalstoneregistrars.com](http://www.cardinalstoneregistrars.com).

## Unclaimed Dividend

Shareholders are hereby informed that a number of dividend warrants have been returned to the Registrars as "unclaimed". Any member affected by this notice is advised to contact the company's Registrars, CardinalStone Registrars Limited located at 358, Herbert Macaulay Way, Yaba, Lagos Tel: +23417120090, Fax: +234 (1)7100444, [info@cardinalstoneregistrars.com](mailto:info@cardinalstoneregistrars.com). The list of unclaimed dividends can be accessed via the Company's website: [www.nahcoaviance.com](http://www.nahcoaviance.com) or the Registrar's website [www.cardinalstone.com](http://www.cardinalstone.com)

## Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from Monday 15th May 2023 to Wednesday 17th May 2023 (both dates inclusive) to enable the Registrar to update its records.

## Nominations for the Audit Committee

In accordance with section 404(6) of the Companies and Allied Matters Act 2020 any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. The Act provides that members of the Audit Committee must have financial literacy. Therefore, nominations should be accompanied by a copy of the nominee's curriculum vitae confirming the nominee's qualification.

## Right to Ask Questions

It is the right of shareholders to ask questions not only at the Annual General Meeting but also in writing prior to the meeting. Such questions should be addressed to the Company Secretary and submitted at the registered office of the Company not later than one week before the Annual General Meeting.

## Voting by Interested Persons

In line with the provisions of Rule 20.8(h) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 8 above.

## Directors' Profile

The profiles of the Directors, including those for re-election, are enclosed in the Annual Report and can be assessed on the Company's website: [www.nahcoaviance.com](http://www.nahcoaviance.com).

## Electronic Annual Report

The electronic version of the Annual Report will be available online for viewing and download from the Company's website: [www.nahcoaviance.com](http://www.nahcoaviance.com). Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email. Furthermore, shareholders who are interested in receiving the electronic version of the Annual Report should request for it via email to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com).

BY ORDER OF THE BOARD

Dated this 27th March, 2023.



Bello A. Abdullahi

FRC/2013/NBA/00000002301

FRC/2015/NFPO/00000000041

Dikko & Mahmoud Solicitors

COMPANY SECRETARY

Nahco aviance House,

Murtala Mohammed International Airport, Ikeja – Lagos, Nigeria

## PROXY FORM

The 42nd Annual General Meeting of **Nigerian Aviation Handling Company Plc** (Nahco Aviance) will hold at Radisson Blu Hotel, Isaac John Street, Ikeja, Lagos, Nigeria on Friday, 26<sup>th</sup> May, 2023 at 11:00 am.

I/We \_\_\_\_\_ being a member/members of

Nigerian Aviation Handling Company Plc hereby appoint \_\_\_\_\_

or failing him the Chairman of the meeting as my/our proxy to act and vote for me/us at the Annual General Meeting of the Company to be held on Friday 26<sup>th</sup> May 2023 and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Shareholder's Signature

	Resolutions	For	Against	Abstain
1.	To lay the Audited Financial Statements for the year ended 31st December 2022 together with the Report of the Directors, External Auditors and Audit Committee thereon.			
2.	To declare a dividend.			
3.	To re-elect the following Non-Executive Directors: a. Dr Seinde Oladapo Fadeni (Non-Executive Director) b. Mr. Taofeeq Oluwatoyin Salman (Non-Executive Director) c. Prof. Enyinna Okpara (Non-Executive Director)			
4.	To authorize the Directors to fix the remuneration of the External Auditors.			
5.	To disclose the remuneration of managers of the Company			
6.	To elect members of the Audit Committee.			
7.	To approve the remuneration of the Directors of the Company for the year ending December 31, 2023.			
8.	To approve recurrent related party transactions.			

Please indicate "X" in the appropriate space how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.

### NOTES:

Please sign this form and post it to reach the address overleaf not later than 48 hours before the time of holding the meeting. If executed by a corporation, this form should be sealed with its common seal.

Shareholder's name to be inserted in BLOCK LETTERS please. In case of joint shareholders, any one of such may complete this form, but the names of all joint holders must be inserted.

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her/its place. A proxy need not be a member of the Company. Following the normal practice, the Chairman of the meeting has been entered on the form to ensure that someone will be at the meeting to act as your proxy, but you may insert in the blank space the name of any person.

### **NIGERIAN AVIATION HANDLING COMPANY PLC 42ND ANNUAL GENERAL MEETING SHAREHOLDERS ADMISSION CARD**

Please admit the shareholder on this form or his/her/its duly appointed proxy to the 42nd Annual General Meeting to be held at Radisson Blu Hotel, Isaac John Street, Ikeja, Lagos, Nigeria on Friday, 26th May, 2023 at 11:00 am.

Name of Shareholder \_\_\_\_\_

Number of Shares Held \_\_\_\_\_

Signature of Person attending \_\_\_\_\_

*Note: This form should be completed, signed, torn off and produced by the shareholder or his/her/its duly appointed proxy to gain entrance to the venue of the meeting.*