



Learn Africa Plc

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 46th Annual General Meeting of the Shareholders of **Learn Africa Plc** will be held at 52 Oba Akran Avenue, Ikeja, Lagos on Thursday, 17 October 2019 at 11.00 a.m. to transact the following business:

Ordinary Business

- 1 To lay before the meeting, the Report of the Directors and Financial Statements for the 15-month period ended 31 March 2019, together with the Directors, Auditors and Audit Committee Reports thereon.
- 2 To declare a dividend.
- 3 To elect/re-elect Directors.
- 4 To authorise the Directors to fix the remuneration of the Auditors.
- 5 To elect/re-elect members of the Audit Committee.

Special Business

To consider, and if thought fit, pass the following resolution as an Ordinary Resolution:

- 6 To approve the remuneration of Directors.

By Order of the Board

DCSL Corporate Services Limited
(Company Secretaries)
Bisi Adeyemi – FRC/2013/NBA/00000002716
Dated: 25 September 2019

Rights of Securities Holders to ask Questions: Securities Holders have a right to ask questions not only at the meeting but also in writing prior to the meeting, and such questions must be submitted to the Company on or before the 2nd day of October 2019.



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Notice of Annual General Meeting (cont'd)

Note:

1 Proxy

A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy to attend and vote on his/her behalf and such a proxy need not be a member of the Company. All executed proxy forms should be deposited with the Registrars, First Registrars and Investors Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos or the office of the Company Secretaries, DCSL Corporate Services Limited at 235, Ikorodu Road, Ilupeju, Lagos, not later than 48 hours before the time of holding the meeting. To be valid, the instruments of proxy should be duly stamped by the Commissioner for Stamp Duties. A proxy form is attached to the Annual Report.

2 Closure of Register and Transfer Books

The Register of Members and Transfer Books will be closed from Monday, 23 September 2019 to Friday, 27 September 2019 (both days inclusive) for the purpose of updating the Register of Members and payment of dividend.

3 Dividend Payment

Total dividend of ₦115,717,500.00 at 15 kobo per share has been recommended by the Board of Directors for the approval of the shareholders. If approved, the payment of the dividend will be made on 18 October 2019 to all shareholders, whose names appear in the Register of Members at the close of business on 20 September 2019.

4 Nomination of the Audit Committee

In accordance with Section 359(5) of the Companies and Allied Matters Act LFN 2004, any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretaries at least 21 days before the Annual General Meeting.

5 Change of Address

Members are requested to notify the Registrars of changes, if any, in their registered addresses.

6 Re-election of Directors

In accordance with the provisions of CAMA 2004, the Directors to retire by rotation at the 46th AGM are Chief Emeke Iwerebon, Alhaji Bala Hassan and Mr Fred Ijewere. The retiring Directors, being eligible, offer themselves for re-election.

