

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extra-Ordinary General Meeting of **LivingTrust Mortgage Bank Plc** ("the Company") will be held virtually and hosted from the Head Office at Kilometre 2, Gbongan Road, Osogbo, Osun State on Monday, the 17th day of October, 2022 at 11:00am pursuant to an order of the Federal High Court sitting in Ilorin dated 21/09/2022 in Suit No: FHC/IL/CS/79/22 given under the hand of Justice I. M. Sani; to consider, and if thought fit, pass the following resolutions of the Company:

AGENDA

SPECIAL RESOLUTIONS

1. **APPROVAL OF EQUITY CAPITAL RAISE**

To consider and if thought fit, pass with or without amendment, the following sub-joined resolutions:

a. That the Directors be and are hereby authorized to raise capital whether by way of private placement, special placing, an offer for subscription, rights issue, or other methods or combination of methods, additional capital by way of issuance of ordinary shares, preference shares, mergers and acquisition, convertible or non-convertible loans, stocks, medium term notes, bonds or other securities, in such tranches, series or proportions, at such coupons or interest rates within such maturity period and on such terms and conditions, including the provision of security for repayment, as the Directors may deem fit or determine, subject to obtaining the requisite regulatory approvals;

b. That the Directors be authorized to enter into and execute the agreements and all other requisite documents related to, connected with and incidental to implementing the above resolution, including without limitation, complying with the directives of any regulatory authority. Following allotment by the Board of Directors, the new shares issued by the Company pursuant to the Private Placement be listed on the Nigerian Exchange Limited;

c. That the Directors be authorized to appoint such professional parties and advisers, as may be necessary for or incidental to effecting the above resolutions and that all acts carried out by the Directors and/or management of the Company in connection with the above are hereby approved and ratified; and

d. That the Directors be authorized to perform other acts, take other steps or do all such other things as may be necessary for or incidental to, or as they deem appropriate to giving effect to the spirit and intendments of the above resolutions.

e. That the Directors be and are hereby authorized to use the proceeds of the capital raise to recapitalize the Bank and obtain a Regional Commercial Banking License or a National Mortgage Banking License from the Central Bank of Nigeria, depending on the outcome of the capital raise.

f. That the Directors be and are hereby authorized to create additional shares in addition to the unissued shares and issue same to new investors in equity participation and existing shareholders participating in the equity capital raise, and to file necessary returns at the Corporate Affairs Commission.

NOTES

1. 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 stead. A proxy need not also be a member of the Company. A proxy form is attached to this notice. To be valid, all duly executed proxy forms must be deposited at the office of the Registrar, Africa Prudential Plc, Palmgrove bus stop, 220B Ikorodu Road, Somolu, Lagos State or cxc@africaprudential.com not later than 48 hours before the date of the meeting.

2. Attendance

Given the gradual readjustment to normalcy in the aftermath of COVID-19 pandemic, as advised by medical experts and the Federal Government, the Company has sought and obtained the approval of the Federal High Court sitting in Ilorin to hold the meeting virtually.

The virtual link for participating at the meeting is detailed immediately below:

“Join Zoom Meeting

<https://us02web.zoom.us/j/85111996763?pwd=KzIKZ3p3MTdHWW1ZVWZ2azR6SW5CZz09>

Meeting ID: 851 1199 6763

Passcode: 260543

One tap mobile

+13017158592,,85111996763#,,,,*260543# US (Washington DC)

+13092053325,,85111996763#,,,,*260543# US”

Each shareholder is expected to sign in on Zoom with his/her first and last name, to enable the Registrar identify his/her membership of the Company and consequently, grant access to the meeting.

3. Closure of Register

The Register of Members and Transfer Books of the Company will be closed From September 27, 2022 to September 29, 2022 (both days inclusive), for purposes of updating the Register.

4. **Right to Ask Questions**

In line with Rule 19.12, The Rule Book of The Exchange 2015, Part II, Issuers' Rules, Shareholders of the Company have the right to ask questions not only at the General Meeting but also in writing prior to the meeting. Written questions must be submitted to the Company Secretary at least 48 hours before the General Meeting at Old Governor's Office, Gbongan Road, Osogbo, Osun State or info@livingtrustng.com

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'Timothy Gbadeyan', with a horizontal line above it.

Timothy Gbadeyan Esq.

Company Secretary

Dated this 20th day of September, 2022

PROXY FORM
EXTRA-ORDINARY GENERAL METING

I/WE, being a member/members of LivingTrust Mortgage Bank Plc hereby appoint Mr./Mrs./Miss. _____ as my/our proxy, to act and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Bank to be held virtually on Monday, the 17th day of October, 2022 at 11:00am or at any adjournment thereof.

Dated this.....day of..... 2022

.....
Shareholder's
Signature

S/N	SPECIAL RESOLUTION	FOR	AGAINST
1.	That the Directors be and are hereby authorized to raise capital whether by way of private placement, special placing, an offer for subscription, rights issue, or other methods or combination of methods, additional capital by way of issuance of ordinary shares, preference shares, mergers and acquisition, convertible or non-convertible loans, stocks, medium term notes, bonds or other securities, in such tranches, series or proportions, at such coupons or interest rates within such maturity period and on such terms and conditions, including the provision of security for repayment, as the Directors may deem fit or determine, subject to obtaining the requisite regulatory approvals;		
2.	That the Directors be authorized to enter into and execute the agreements and all other requisite documents related to, connected with and incidental to implementing the above resolution, including without limitation, complying with the directives of any regulatory authority. Following allotment by the Board of Directors, the new shares issued by the Company pursuant to the Private Placement be listed with the Nigerian Exchange Group;		
3.	That the Directors or any one of them for the time being, be authorized to appoint such professional parties and advisers, as may be necessary for or incidental to effecting the above resolutions and that all acts carried out by the Directors and/or management of the Company in connection with the above are hereby approved and ratified;		
4.	That the Directors be authorized to perform other acts, take other steps or do all such other things as may be necessary for or incidental to, or as they deem appropriate to giving effect to the spirit and intendments of the above resolutions.		
5.	That the Directors be and are hereby authorized to use the proceeds of the capital raise to recapitalize the Bank and obtain a Regional Commercial Banking License or a National Mortgage Banking License from the Central Bank of Nigeria, depending on the outcome of the capital raise		
6.	That the Directors be and are hereby authorized to create additional		

shares in addition to the unissued shares and issue same to new investors in equity participation and existing shareholders participating in the equity capital raise, and to file necessary returns at the Corporate Affairs Commission.		
		Please indicate with an 'X' in the appropriate square 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 discretion

NOTE:

- i. A duly executed proxy form should be deposited with African Prudential Plc, African Prudential Plc, Palmgrove bus stop, 220B, Ikorodu Road, Somolu, Lagos State not later than 48 hours before the time fixed for the meeting or cxc@africaprudential.com.

Before posting this form, please tear off and retain this part

LIVINGTRUST MORTGAGE BANK PLC
Extra-Ordinary General Meeting

Please admit the Shareholder named on this card or his duly appointed proxy to the Extra-Ordinary General Meeting of the Company to be held virtually on Thursday, the 17th day of October 2022 at 11:00am.

Name of Shareholder/Proxy

Address

Signature

This card is to be signed or sighted at the venue in the presence of the Registrars