

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN, that the **20th Annual General Meeting (“AGM”)** of **eTranzact International PLC (“the Company”)** will hold at the **Function Room, 4th Floor, Fortune Towers, 27/29, Adeyemo Alakija Street, Victoria Island, Lagos** on **Thursday, 25th July 2024, at 12:00noon** to transact the following businesses:

ORDINARY BUSINESS

1. To lay before Members the Audited Financial Statements for the year ended 31st December 2023, together with the Reports of the Directors, Auditor, and the Statutory Audit Committee thereon.
2. To re-elect Directors.
3. To authorize the Directors to fix the remuneration of the Auditor.
4. To disclose the remuneration of Managers.
5. To elect the shareholders’ representatives to the Statutory Audit Committee.

SPECIAL BUSINESS

6. To consider and if thought fit, pass the following resolutions as ordinary resolutions:
 - 6.1 To approve the remuneration of the Non-Executive Directors
 - 6.2 That in compliance with the rules of the Nigerian Exchange Limited governing transactions with related parties or interested parties, the general mandate given to the Company to enter recurrent transactions with related parties for the Company’s day-to-day operations, including the procurement of goods and services, on normal commercial terms, be and is hereby renewed.

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 6.2 above.

NOTES:

1. PROXY

A member of the Company entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy to attend and vote in his/her stead, and a proxy need not be a member of the Company. To be valid, a proxy form must be completed and duly stamped by the Commissioner of Stamp Duties and returned to either the Company Secretary, PAC Solicitors, via the following email address: ulomaokoro@pacsolicitors.com and olutolamakinde@pacsolicitors.com, or the Registrars, Meristem Registrars Limited, via info@meristemregistrars.com; or send the proxy form to the office of the Company Secretary at 10, Canaanland Street, Off Whitesands Avenue, Lekki, Lagos, Nigeria or the office of the Registrars at 213, Herbert Macaulay Way, Yaba, Lagos, not less than 48 hours before the time of the meeting.

The Company will bear the cost of stamping the completed proxy forms. All instruments of proxy shall be at the Company’s instance in line with the Corporate Affairs Commission’s guidelines.

2. CLOSURE OF REGISTER OF MEMBERS AND TRANSFER BOOKS

The Register of Members and Transfer Books of the Company will be closed from Monday, 1st July 2024 to Friday, 5th July 2024 (both days inclusive) to enable the Registrars to update the Register of Members.

3. STATUTORY AUDIT COMMITTEE NOMINATIONS

Pursuant to Section 404(6) of the Companies and Allied Matters Act 2020, any Member may nominate another Member for appointment to the Statutory Audit Committee. Such nomination should be in writing and forwarded to the Company Secretary at least twenty-one (21) days before the AGM.

Please note that the Code of Corporate Governance for Public Companies issued by the Securities and Exchange Commission and the Companies and Allied Matters Act (2020) provides that members of the Statutory Audit Committee should be financially literate, able to read financial statements, and at least one member should be a member of a professional accounting body established by an Act of the National Assembly in Nigeria. We, therefore, request that all nominations to the Statutory Audit Committee should be accompanied by the Curriculum Vitae of the Nominees.

4. UNCLAIMED SHARE CERTIFICATES AND DIVIDEND WARRANTS

Shareholders are hereby informed that several Share Certificates and Dividend Warrants have been returned to the Registrars as unclaimed. Some Dividend Warrants have neither been presented to the Bank for payment nor to the Registrar for revalidation. Affected Members are by this Notice advised to contact the Registrars, Meristem Registrars Limited at their office address stated in Clause 1 above.

5. RE-ELECTION OF DIRECTORS

Pursuant to Section 273(1) and 285 (1) of the Companies and Allied Matters Act 2020, the Directors to retire by rotation are Mr. Benjamin Dabrah, Mr. Uche Valentine Obi SAN, Mr. Chukwuma Ajene and Ms. Binta Max-Gbinjie. They have indicated their willingness to stay in office and offer themselves for re-election.

Their profiles are contained in the Annual Report and are also available on the Company's website at www.etranzact.com.

6. RIGHTS OF SECURITIES HOLDERS TO ASK QUESTIONS

Any Member attending the meeting has the right to ask questions at the meeting and in writing prior to the meeting. We urge that such questions should be emailed to the Company Secretary via the following email address: ulomaokoro@pacsolicitors.com and olutolamakinde@pacsolicitors.com not later than one (1) week before the date of the AGM.

7. LIVE STREAMING OF THE ANNUAL GENERAL MEETING

The AGM will be streamed live via the Company's website. This will enable Members and other Stakeholders who will not attend the meeting physically to observe the proceedings. Please log on to www.etranzact.com for the live streaming.

8. E-DIVIDEND MANDATE

Shareholders who are yet to complete the e-Dividend Mandate Activation Form or who need to update their records and relevant bank accounts are requested to complete the e-Dividend Mandate Activation Form which can be detached from the Annual Report and Accounts and is available on the Company's website www.etranzact.com. The duly completed form should be returned to the Registrars, Meristem Registrars Limited via info@meristemregistrars.com or dispatched to their office at 213, Herbert Macaulay Way, Yaba, Lagos.

9. E-ANNUAL REPORT AND ACCOUNTS

The electronic version of the Annual Report and Accounts is available for download on the Company's website www.etranzact.com. Members who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email.

10. WEBSITE

A copy of this Notice and other information relating to the Annual General Meeting can be accessed via the Company's website www.etranzact.com.

Dated this 15th day of May 2024.

BY ORDER OF THE BOARD



Isaiah Oreweme
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