

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 56th Annual General Meeting of Royal Exchange Plc will be held on Friday, October 10, 2025, by 11:00 am at The Civic Centre, Opposite 1004 Estate, Ozumba Mbadiwe Avenue, Victoria Island, Lagos State, to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To lay before members the Audited Financial Statements for the year ended December 31, 2024, together with the report of the Directors, Audit Committee, and the Auditors thereon.
2. To re-elect the following Non-Executive Director, who, being eligible now, offers himself for re-election:
 - Mr. Adeyinka Adekunle Ojora
3. To ratify the appointment of Mrs. Idu Okeahialam as the Managing Director of the Company.
4. To appoint the firm of Kreston Pedabo Audit Services as External Auditors of the Company.
5. To authorize the Directors to fix the remuneration of the External Auditors for the 2025 Financial year.
6. To Disclose the remuneration of the Managers of the Company.
7. To elect shareholder-members of the Statutory Audit Committee.

Notes:

I. PROXY

A member of the Company entitled to attend and vote at the meeting who is unable to attend and wishes to be represented at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. A proxy form is enclosed herewith, and for it to be valid for attending the meeting, it must be completed and duly stamped by the Commissioner of Stamp Duties and deposited at the registered office of the Registrars, Cardinal Stone Registrars, 335/337, Herbert Macaulay Road, Yaba, Lagos, not less than 48 hours before the time of the meeting. The form may also be sent via email to <https://www.cardinalstoneregistrars.com/>.

II. CLOSURE OF REGISTER OF MEMBERS AND TRANSFER BOOKS

The Register of members and the Transfer Books will be closed from Monday, September 22, 2025, to Friday, September 26, 2025, both dates inclusive.

III. RE-ELECTION OF DIRECTOR

In accordance with the Articles of Association, Mr. Adeyinka Ojora, retiring by rotation and being eligible, offers himself for re-election.

IV. NOMINATIONS FOR THE AUDIT COMMITTEE

According to Section 404 (6) of the Companies and Allied Matters Act (CAMA) 2020, any member may nominate a shareholder for election as a member of the Audit Committee by giving notice in writing of such a nomination to the Company Secretary at least 21 days before the Annual General Meeting. Such nominations should be guided by the requirements of the Securities and Exchange Commission's Corporate Governance Guidelines for Public Companies in Nigeria, 2011 and the Nigerian Code of Corporate Governance 2018. CAMA 2020 further provides that members of the statutory audit committee shall be financially literate.

V. UNCLAIMED SHARE CERTIFICATE AND DIVIDEND WARRANTS

Shareholders with dividend warrants and share certificates that have remained unclaimed or are yet to be presented for payment or returned for validation are advised to complete the e-dividend registration or contact the Registrar, Cardinal Stone Registrars.

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VI. The list of unclaimed dividends can be accessed using the link
<https://cardinalstoneregistrars.com/unclaimed/RoyalExUnclaimed.htm>.

VII. DIRECTOR'S PROFILE

The profiles of the Directors are contained in the Annual Report and on the Company's website at www.royalexchangeplc.com.

V. WEBSITE

A copy of this notice and other information relating to the meeting can be found on the Company's website at <https://www.cardinalstoneregistrars.com/>.

VI. ELECTRONIC ANNUAL REPORT

The electronic version of the Annual Report will be available online for viewing and download from the Company's website www.royalexchangeplc.com. Shareholders who have provided their email addresses to the Registrars 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.

VII. LIVE STREAMING OF THE AGM

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

VIII. 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 date of the Annual General Meeting.

BY ORDER OF THE BOARD



Olubunmi Tadema

FRC/2022/PRO/NBA/002/910787

FOR: OOT NOMINEES LIMITED
 COMPANY SECRETARY

September 2, 2025