

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 51st Annual General Meeting of **LEARN AFRICA PLC** (the ‘Company’) will be held at the Company’s Head Office, Felix Iwerebon House, 52 Oba Akran Avenue, Ikeja, Lagos, on **Thursday, 26 September 2024 at 11 a.m. prompt** to transact the following business:

Ordinary Business

- 1 To receive the Audited Financial Statements for the year ended 31 March 2024, together with the reports of the Directors, Auditors and the Statutory Audit Committee thereon.
- 2 To re-elect Directors retiring by rotation.
3. To authorise the Directors to fix the remuneration of the external Auditors.
- 4 To disclose the remuneration of the Managers of the business.
- 5 To elect members of the Statutory Audit Committee.

Special Business

- 6 To approve the remuneration of Non-Executive Directors for year 2024/2025.
- 7 Pursuant to the provisions of the Companies and Allied Matter Act 2020, and the Memorandum and Articles of the Company, that the issued share capital of the Company be increased from 771,450,000 to 867,881,250 by the creation of 96,431,250 units of ordinary shares of ₦0.50 (fifty kobo) each, ranking pari passu in all respects with the existing shares in the Company’s equity.
- 8 To declare a Bonus Issue of one (1) share for every eight (8) ordinary shares of ₦0.50k to existing shareholders of the Company whose names are registered in the Company’s Register of Members at the close of business on Friday, 6 September 2024 for the Financial Year ended 31 March 2024.
- 9 To authorise the Board and Management to do all acts and take all actions to give effect to the above resolutions subject to all and any regulatory authorisation that may be required.
- 10 To authorise the Board and Management to take all steps to amend Clause 6 of the Memorandum and Articles of Association of the Company to comply with Resolution 7 above to read:
‘the Share Capital of the Company is ₦433,940,625 divided into 867,881,250 ordinary shares of ₦0.50 (fifty kobo) each’.
- 11 To approve the amendment of the Company’s Memorandum and Articles of Association to permit directors to conduct Board Committees, Board Meetings and General Meetings via

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teleconference by passing the following resolution:

‘That the Company’s Memorandum and Articles of Association be and is hereby amended to permit directors to conduct Board Committees, Board Meetings and General Meetings via teleconference’.

Dated This 1st Day of September 2024

BY ORDER OF THE BOARD

DCSL  Corporate Services Limited
Company Secretaries

Anne Agbo - FRC/2013/PRO/NBA/002/00000000855

For: DCSL Corporate Services Limited

Company Secretaries

FRC/2024/C0Y/876656

Notes:

- 1 **Proxy:** Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. For the appointment of the proxy to be valid, a Proxy Form must be completed and deposited at the office of the Registrars, First Registrars and Investors Services Limited Plot 2, Abebe Village Road, Iganmu, Lagos not later than 48 hours before the time fixed for the meeting. A blank Proxy Form is attached to the Annual Report and may also be downloaded from the Company’s website at <https://www.learnafricapl.com/>.
- 2 **Live Streaming of the AGM:** The AGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending in person to follow the proceedings. The link for the AGM online live streaming will be made available on the Company’s YouTube page at: <https://www.youtube.com/@learnafricapl> or on Zoom with Personal Meeting ID: 647 255 8110 and Passcode: 8716515.
- 3 **Stamping of Proxy:** The Company has made arrangement at its cost, for the stamping of the duly completed and signed Proxy Forms submitted to the Company’s Registrars within the stipulated time.
- 4 **Bonus Issue:** A bonus issue of one (1) share for every eight (8) ordinary shares of ₦0.50k has been recommended by the Board of Directors for the approval of the shareholders of the Company whose names are registered in the Company’s Register of Members at the close of business on Friday, 6 September 2024.

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- 5 **Closure of Register and Transfer Books:** The Register of Members shall be closed from 9 to 14 September 2024, (both days inclusive) for the purpose of updating the Register of Members.
- 6 **Nomination of Statutory Audit Committee Members:** 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 Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the Annual General Meeting. Such notice of nominations should be sent via email to modupeola.ajigbotafe@firstregistrarsnigeria.com or lnwanaju@dcl.com.ng.
- 7 **Re-election of Directors:** In accordance with the provisions of CAMA 2020, the following Directors retire by rotation at the 51st AGM and being eligible, offer themselves for re-election:
 - Mr Federick E. Ijewere
 - Mrs Yetunde Aina
 - Hajia Bintu Bakari
- 8 **E-Annual Report:** The electronic version of the annual report may be downloaded at the Company's website, www.learnafricaplc.com. Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual report via email.
- 9 **Rights of Security Holders to Ask Questions:** In compliance with Rule 19.12(c) of the Nigeria Exchange Limited's Rulebook, a member and other Security Holder of the Company have a right to ask questions not only at the Annual General Meeting, but also in writing prior to the Meeting, and such questions must be submitted at least one week before the meeting.

