

UBN PROPERTY COMPANY PLC.

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING



(A subsidiary of Union Bank of Nigeria Plc)

NOTICE is hereby given that the 14th Annual General Meeting of UBN Property Company Plc will be held in The Auditorium, Stallion Plaza (9th Floor), 36 Marina, Lagos on Monday, 30th December 2024 at 11 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Company's Audited Financial Statements for the financial year ended 31st December 2023 together with the reports of the Directors, Auditor, Board Appraiser and Statutory Audit Committee thereon.
2. To declare a dividend for the financial year ended 31st December 2023.
3. To elect/re-elect Directors.
4. To authorise the Directors to fix the remuneration of the Auditor.
5. To elect members of the Statutory Audit Committee.
6. To disclose remuneration of the Managers of the Company.

SPECIAL BUSINESS

SPECIAL RESOLUTIONS

1. To amend the Company's Articles of Association as hereinafter stated:
 - a. Rewording Article 1 to read:
"In these regulations "The Act" means the Companies and Allied Matters Act, 2020 (CAMA) as modified or amended from time to time".
 - b. Rewording Article 40 to read:
"The directors may attend and participate at Board or Board Committee meetings by physical attendance or attendance by means of video, telephone or any other electronic communication mode that allows the directors to hear and be heard at the meeting."
 - c. Rewording Article 42 to read:
"The directors shall determine the maximum number of meetings a director may attend by video, telephone, or any other electronic communication modes within a financial year."
2. That the Board of Directors be and is hereby authorised to amend all identified typographical errors in the Articles of Association"

NOTES

a) 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 its, his or her stead. A proxy need not be a member of the Company. The proxy form required is supplied with this Notice. For completed proxy forms to be valid for the purpose of the meeting, they must be duly stamped by the Commissioner of Stamp Duties and deposited at the office of the Company Registrar, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Way, Yaba, Lagos or sent to registrars@cardinalstone.com not less than forty-eight (48) hours before the meeting.

b) STATUTORY AUDIT COMMITTEE

Any member may nominate a shareholder for election as a member of the Statutory Audit Committee by giving notice in writing of such nomination, attaching the curriculum vitae of the nominee to the Company Secretary at least twenty-one (21) days before the Annual General Meeting. Shareholders are enjoined to note that the Securities and Exchange Commission and the Financial Reporting Council of Nigeria require members of the Statutory Audit Committee to have basic financial literacy and an ability to read financial statements.

c) ELECTION OF DIRECTOR AGED 70 YEARS OR MORE

In accordance with Section 282 of CAMA, a special notice is hereby given that Mr. Remi Kolarinwa has attained the age of 70 years and will be presented for re-election as an Independent Non-Executive Director on the Board of the Company at the 14th Annual General Meeting.

d) CLOSURE OF THE REGISTER

The Register of Members and Transfer Books of the Company will be closed from Monday 16th December 2024 to Friday 20th December 2024 (both days inclusive) for the purpose of preparing an updated Register of Members.

e) PAYMENT OF DIVIDEND

If the dividend of N0.075k per N1.00 ordinary share recommended by the Board of Directors is approved by members at the Annual General Meeting, the dividend payments will be made on Monday 30th December 2024 for shareholders whose names appear in the Register of Members at the close of business on Friday 13th December 2024.

f) 2023 FINANCIAL STATEMENTS (WEBLINK)

Shareholders can access the 2023 Financial Statements on the Company's website by using the following link:
<https://www.ubnproperty.com/2023agm/>

BY ORDER OF THE BOARD

Somuyiwa Adedeji Sonubi
Company Secretary
FRC/2013/NBA/00000002061
UBN Property Company Plc
163 Obafemi Awolowo Way, Ikeja
Lagos

Dated this 2nd May 2024