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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 44th Annual General Meeting of the shareholders of LEARN AFRICA PLC will be held at 52 Oba Akran Avenue, Ikeja, Lagos on 6th July 2017 at 11.00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To lay before the meeting, the Report of the Directors and Financial Statements for the year ended 31st December 2016, together with the Directors', Auditors' and Audit Committee's Reports thereon.
2. To declare a dividend
3. To elect/re-elect Directors
4. To authorize the Directors to fix the remuneration of the Auditors
5. To elect/re-elect members of the Statutory Audit Committee

### SPECIAL BUSINESS

To consider and if thought fit pass the following resolution as an Ordinary Resolution:

6. To approve the remuneration of Directors

**BY ORDER OF THE BOARD**

DCSL Corporate Services Limited  
Company Secretaries

**Dated:** 7th Day of June 2017

### Notes:

#### Proxy

A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on his/her behalf and such a proxy need not be a member of the Company. All executed proxy forms should be deposited with the Registrars, First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos or the office of the Company Secretaries, DCSL Corporate Services Limited at 235, Ikorodu Road, Ilupeju, Lagos, not later than 48 hours before the time of holding the meeting. To be valid, the instruments of proxy should be duly stamped by the Commissioner for Stamp Duties. A proxy form is attached to the Annual Report.

#### Change of Address

Members are requested to notify the Registrars of changes, if any, in their registered addresses.

#### Closure of Register and Transfer Books

The Register of Members and Transfer Books will be closed from Monday, 12 June to Friday, 16 June 2017 (both days inclusive) for the purpose of updating the Register of Members and payment of dividend.

#### Dividend

A total dividend of ₦77,145,000 at 10kobo per share has been recommended by the Board of Directors for the approval of the shareholders. If approved, the payment of the dividend and dividend warrants will be made/posted on 7 July 2017 to all shareholders, whose names appear in the Register of Members at the close of business on Friday, 16 June 2017.

#### Nomination to the Audit Committee

In accordance with Section 359(5) of the Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria, 2004, any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretaries at least 21 days before the Annual General Meeting. The Securities and Exchange Commission's Code of Corporate Governance provides that members of the Audit Committee should have basic financial literacy and should be able to read financial statements. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.