

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **Extraordinary General Meeting of NASD PLC** (the Company) will be held on **Thursday, the 30th day of April 2026** at The Strong Tower Hall, 40, Alfred Rewane Road, Ikoyi, Lagos, at **11am**, to transact the following business:

Special Business/Ordinary Resolution

1. Increase of Share Capital by Rights Issue
To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“That the issued share capital of the Company be and is hereby increased from ~~₦600,000,000~~ (Six Hundred Million Naira) to ~~₦12,600,000,000~~ (Twelve Billion Six Hundred Million Naira) by the creation of 12,000,000,000 (Twelve Billion,) additional shares, of ₦1.00 per share, ranking pari passu in all respects with the existing ordinary shares in the share capital of the Company.”
2. “That the Directors be and are hereby authorised, subject to obtaining the approval of the relevant regulatory authorities, to raise the increased capital by way of a Rights Issue to existing shareholders of the Company, on such terms, pricing, rights ratio, allotment structure, conditions and timetable as the Board of Directors may determine in the best interest of the Company, including the authority to issue and allot up to such number of ordinary shares as may be required for the purpose of the Rights Issue, and to do all such acts and things as may be necessary to give effect thereto.”
3. “That Clause 6 of the Company’s Memorandum of Association be and is hereby amended to reflect the new share capital of 12,600,000,000 (Twelve Billion, Six Hundred Million Naira) by the addition of up to 12, 000,000,000 (Twelve Billion) ordinary shares of ₦1.00 per share each ranking pari passu with the ordinary shares of the Company bringing the total issued shares of the Company to 12,600,000,000 (Twelve Billion, Six hundred Million) ordinary shares of N1 each.”
4. “That shareholders of the Company hereby waive their pre-emptive rights in respect of any ordinary shares not taken up under the Rights Issue and authorise the Directors to allot such unsubscribed shares to such persons and on such terms as the Directors may deem fit, subject to the approval of the relevant regulatory authorities.”
5. “That the Directors be and are hereby authorised to appoint such professional parties and advisers and to perform all such acts and do all such things as may be necessary or expedient to give effect to the foregoing resolutions, including without limitation, obtaining all requisite regulatory approvals, determining the final terms of the Rights Issue, executing all agreements and other documents, making all necessary filings with the relevant regulatory authorities, and complying with any directive or condition imposed by such authorities.”

PROXY

- A. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his/her/its stead. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Company’s Registrars, Coronation Registrars Limited, 9 Amodu Ojikutu St, Victoria Island, Lagos, Nigeria, or sent via email to eforms@coronationregistrars.com not less than 48 hours before the time fixed for the meeting. A

BOARD: Olayimikah Bolo (Chairman). Eguarekhide Longe (Managing Director). Ishmael Ebhodaghe. Kenechi Ezezika. Fatumata Soukouna Coker. Aisha Abraham (Independent Director).

blank proxy form is attached to this Notice and may also be downloaded from the Registrars website at <https://www.coronation.ng/institutional/about-us/registrars/>.

NOTES

1. LIVE STREAMING OF EGM

The EGM will be streamed live. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the EGM live streaming will be made available on the Company's website at www.nasdng.com.

Shareholders who wish to attend and vote at the meeting virtually can do so using the Coronation Virtual platform. The Link and the Access Code to attend and participate in the meeting virtually via the Coronation Virtual platform would be shared with the shareholders with valid email addresses on the night before the meeting date, being, April 29, 2026.

2. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from April 24-April 28, 2026 (both days inclusive) for the purpose of updating the Register of Members.

3. UPDATE OF SHAREHOLDERS INFORMATION

Shareholders are required to update their email address and other contact details with the Registrars by using this link <https://crselfservice.coronation.ng/>

6. ACCREDITATION AND VOTING

Accreditation of shareholders at the meeting venue will commence by 9.00am on the EGM Day. The Voting shall be done electronically using the Coronation Virtual Platform. The Registrars would provide adequate guidance on the Accreditation and the Voting process at the meeting venue.

7. SHAREHOLDERS' RIGHT TO ASK QUESTIONS

The right of shareholders and other holders of the Company's securities to ask questions not only at the meeting but also in writing prior to the meeting on any item related to the proposed resolutions is recognised. Please send questions, comments or observations to the Company, 9th Floor, UBA Building, 57, Marina, Lagos or the email of the Company Secretary likwuagwu@ikoliokagbue.com or office of the Company Secretary, GIO Nominees Limited, 864B, Bishop Aboyade Cole Street, Victoria Island, Lagos not later than April 27, 2026. Questions will be presented at the Extraordinary General Meeting and answered thereat. Shareholders are encouraged to attend in person or by proxy to ensure full participation in this important resolution.

Dated this 2nd Day of April 2026

By Order of the Board



Mrs. L. Omolola Ikwuagwu
FRC/2014/PRO/NBA/004/00000007013
GIO Nominees Limited (Company Secretary)

BOARD: Olayimikah Bolo (Chairman). Eguarekhide Longe (Managing Director). Ishmael Ebhodaghe. Kenechi Ezezika. Fatumata Soukouna Coker. Aisha Abraham (Independent Director).

NASD PLC

Explanatory Memorandum to the Notice of Extraordinary General Meeting for Thursday, 30th April 2026

This Explanatory Memorandum has been prepared to provide shareholders with background information regarding the resolutions to be considered at the Extraordinary General Meeting (EGM).

Background

By a circular issued on January 16, 2026, the Securities and Exchange Commission (SEC) of Nigeria has issued a directive requiring all capital market operators to increase their minimum share capital. This directive is aimed at strengthening the financial capacity, resilience, and competitiveness of operators in the Nigerian capital market as well as enhancing investor protection. The directive sets a compliance deadline of June 30, 2027.

Purpose of the Resolution

In compliance with the SEC directive, NASD Plc proposes to increase its authorised share capital to ₦12,600,000,000 (Twelve Billion, Six Hundred Million Naira). The increase will be effected through a Rights Issue, thereby allowing existing shareholders to participate proportionately and maintain their ownership interests.

Strategic Rationale

1. **Composite Securities Exchange:** The Company intends to operate as a composite exchange, offering a wider range of capital market services under a unified structure.
2. **Digital Assets Exchange:** The Company seeks to continue to operate in the digital assets space, enabling it to expand into technology-driven trading platforms and digital financial services. This will position the Company at the forefront of innovation in Nigeria's capital market.

Benefits to Shareholders

- Compliance with regulatory requirements, ensuring continued operation and market relevance.
- Enhanced financial strength to support growth, innovation, and diversification.
- Opportunity for shareholders to increase their investment in the Company through the Rights Issue.
- Long-term value creation through expansion into digital and composite exchange services.

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Rc 336,267

Recommendation

The Board of Directors believes that the proposed increase in share capital is in the best interest of the Company and its shareholders. Shareholders are therefore encouraged to vote in favour of the resolution at the EGM.

Dated this 2nd day of April 2026

By Order of the Board

A handwritten signature in black ink, appearing to read "L. Omolola Ikwuagwu", written in a cursive style.

Mrs. L. Omolola Ikwuagwu
FRC/2014/PRO/NBA/004/00000007013
GIO Nominees Limited (Company Secretary)

BOARD: Olayimikah Bolo (Chairman). Eguarehide Longe (Managing Director). Ishmael Ebhodaghe. Kenechi Ezezika. Fatumata Soukouna Coker. Aisha Abraham (Independent Director).