



LEARN AFRICA PLC

**NOTICE OF 50TH ANNUAL GENERAL MEETING
LEARN AFRICA PLC
(RC No. 2637)**

NOTICE IS HEREBY GIVEN THAT the 50th Annual General Meeting of Learn Africa Plc (the "Company") will be held virtually via Zoom Teleconference on Tuesday 26 September 2023 at 11.00 a.m. prompt to transact the following business:

Ordinary Business:

- To receive the Audited Financial Statements for the year ended 31 March 2023, together with the reports of the Directors, Auditors and the Statutory Audit Committee thereon.
- To declare a dividend for the Financial Year ended 31 March 2023.
- To re-elect Directors retiring by rotation.
- To authorise the Directors to fix the Remuneration of the external Auditors.
- To disclose the Remuneration of the Managers of the Business.
- To elect members of the Statutory Audit Committee.

Special Business

- To approve the remuneration of Directors for the year 2023/2024.

Dated This 18 Day of August 2023

BY ORDER OF THE BOARD

DCSL Corporate Services Limited
Company Secretaries

DCSL Corporate Services Limited
Company Secretaries

FRC/2013/NBA/0000000855

Notes

- 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 either 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.learnafricaplc.com>.
- Virtual Meeting Link:** Pursuant to the provisions of the Business Facilitation (Miscellaneous Provisions) Act, 2022, which allows public companies to hold general meetings electronically, the 50th Annual General Meeting will be held virtually. The link for the AGM online live streaming will be made available on the Company's YouTube page at: <https://www.youtube.com/@learnafricaplc1785/streams> or on Zoom with Personal Meeting ID: 647 255 8110 and Passcode: 928374.
- Stamping of Proxy:** The Company has made arrangements at its cost, for the stamping of the duly completed and signed Proxy Forms submitted to the Company's Registrars within the stipulated time.
- Dividend Payment:** A total dividend of N192,862,500 at 25 Kobo per 50 Kobo ordinary share has been recommended by the Board of Directors for the approval of the Shareholders. If approved, the payment of the dividend will be made on Tuesday, 26 September 2023 to all Shareholders, whose names appear in the Register of Members at the close of business on Friday, 8 September 2023.
- Closure of Register and Transfer Books:** The Register of Members shall be closed from 11 to 15 September 2023, (both days inclusive) for the purpose of updating the Register of Members.
- E-Dividend:** Shareholders are kindly requested to update their records and advise the Registrars of their updated records and relevant bank accounts for payment of their dividends. The forms can be downloaded from the First Registrars and Investors Services Limited website at <https://www.firstregistrarsnigeria.com>. The duly completed forms should be delivered to First Registrars and Investors Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos.
- 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 canusionwu@dcs.com.ng.
- Re-election of Directors:** In accordance with the provisions of CAMA 2020, the following Directors retire by rotation at the 50th AGM and being eligible, offer themselves for re-election:
 - Mrs Egbichi Akinsanya;
 - Mr Iyinoluwa Aboyeji; and
 - Mrs Cordelia Ojele
- E-Annual Report:** The electronic version of the annual report can be downloaded from the Company's website, www.learnafricaplc.com. Shareholders who have provided their email addresses to the Registrar will receive a copy of the Annual report via email.
- Rights of Security Holders to Ask Questions:** In compliance with Rule 19.12(c) of the Nigeria Stock Exchange's Rulebook, a member and other Security Holders of the Company have the 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 scheduled meeting date.



R.T. BRISCOE (NIGERIA) PLC
(IN RECEIVERSHIP)
RC 1483

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING OF R. T. BRISCOE (NIGERIA) PLC (IN RECEIVERSHIP) will be held at 18, FATAI ATERE WAY, MATOPI, LAGOS STATE on Tuesday, September 26, 2023 at 11.00 A.M. for the transaction of the following business:

ORDINARY BUSINESS

- To lay before the meeting, the financial statements for the year ended 31st December, 2022 and the Reports of the Directors, Auditors and Audit Committee thereon
- To re-elect Directors
- To elect members of the Audit Committee
- To disclose the compensation of the Managers of the company.

SPECIAL BUSINESS

- To appoint Messrs. Crowe Dafinone as the External Auditors of the Company
- To authorize the Directors to fix the remuneration of the Auditors.
- To fix the remuneration of the Directors
- To authorize the company to procure goods and services necessary for its operations from related companies.
- To cancel the unissued shares of the company in compliance with the legal requirement of Issued Share Capital under the CAMA 2020 and The Companies Regulations 2021.

Lagos, Nigeria.
June 8, 2023.

By Order of the Board

Michael Olabode

[FRC/2022/PRO/NBA/002/23356]

Financial Statements

The Audited Financial Statements of the Company for the year ended 31st December 2022 and list of undclaimed dividends are available at our website at www.rtblriscoe.com as well as at the website of our Registrars at www.meristemregistrars.com. Hard copies will be provided on request.

Proxies

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. To be valid for the meeting, executed proxy forms should be deposited at either the registered office of the Company at 18, Fatai Atere way, Matopi, Lagos or the office of the Registrars at 213, Herbert Macaulay Way, Adekunle, Lagos, not less than 48 hours before the time of holding the meeting. The Company has made arrangements at its own cost for stamp duties to be paid on the proxy forms.

Audit Committee

Any shareholder may nominate another shareholder through his/her proxy as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the date of the Annual General Meeting. This should be forwarded to briscoemail.com.

Closure of Register

The Register of members will be closed from Monday August 14, 2023 to Friday, August 18, 2023 both dates inclusive.

Right of Shareholders to ask Questions

Shareholders have a right to ask questions not only at the meeting but also in writing prior to the meeting. Such questions must be submitted to the Company or the Registrars on or before the 24th of August, 2023 at briscoemail.com or meristemregistrars.com.

**Summary of Audited Financial Results
For the year ended 31 December 2022**

	2022 N'000	Re-stated 2021 N'000	Variance %
Turnover	17,883,014	11,898,697	50%
Operating Profit before Interest & Tax	1,084,552	388,932	179%
Net Finance costs	(838,672)	(1,124,232)	-25%
Profit/(loss) before taxation	245,880	(735,300)	-133%
Taxation	(122,526)	(31,129)	294%
Profit/(loss) after taxation	123,354	(766,429)	-116%
Other comprehensive income net of tax	(11,880)	(3,898)	205%
Total comprehensive income/(loss) for the year after tax	111,474	(770,327)	-114%
Share Capital	588,177	588,177	0%
Total Equity	(7,995,550)	(8,107,024)	-1%
Per 50k Share Data:			
Based on 1,176,352,056 (2021-1,176,352,056)			
Ordinary shares of 50k each:			
Basic Profit/(loss) Per Share (Naira)	0.10	(0.65)	
Diluted Profit/(loss) Per Share (Naira)	0.10	(0.65)	
Net Liabilities (Naira)	(6.80)	(6.89)	
Dividend declared	-	-	
Dividend cover (Times)	-	-	
Stock Exchange quotation at year end (kobo)	26	20	
Number of employees (group)	212	206	