

## **NOTICE OF 13<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 13th Annual General Meeting ("AGM") of Afriland Properties Plc (the "Company") will hold virtually via <https://www.afrilandproperties.com/agm> on Wednesday, 22nd April 2026 at 10:00 am to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To lay before the members, the Audited Financial Statements of the Company for the year ended 31st December 2025, together with the Reports of the Directors, External Auditors, and Audit Committee thereon.
2. To declare a dividend.
3. To re-elect the following Directors retiring by rotation:
  - 3.1. Mr. Emmanuel Nnorom
  - 3.2. Mr. Obong Idiong
  - 3.3. Mr. Olubunmi Akinremi
4. To authorize the Directors to fix the remuneration of the External Auditors for the 2026 financial year.
5. To disclose the remuneration of Managers of the Company.
6. To elect members of the Statutory Audit Committee.

### **SPECIAL BUSINESS:**

7. To consider and if thought fit, to pass the following as ordinary resolution:

"That the remuneration of the Non-Executive Directors be and is hereby fixed at the sum of N266,000,000.00 (Two Hundred and Sixty-Six Million Naira) for the year ending December 31, 2026, and such payment is to be effective from January 1, 2026".
8. To consider and if thought fit to pass the following as ordinary resolutions:
  - 8.1. "That the Company is hereby authorized to invest in, acquire, or divest from any business and/or carry out as the Directors may deem appropriate and following any relevant laws, any actions, including but not limited to restructuring, reorganization, reconstruction, and such other business arrangement, exercise or actions."
  - 8.2. "That subject to regulatory approval (where necessary), the Directors, be and are hereby authorized to take all steps and do all acts that they deem necessary in furtherance of the above, including but not limited to executing and filing all such forms, papers or documents, as may be required with the appropriate authorities; appointing professional advisers and parties that they deem necessary, upon such terms and conditions that the Directors may deem appropriate."

**Dated this 30th March 2026.**

**BY ORDER OF THE BOARD**



**OMOMENE OBANOR**

Company Secretary

FRC/2022/PRO/NBA/002/057966

**1. ATTENDANCE**

Attendance of the AGM shall be through electronic means pursuant to Section 240 (2) of the Companies and Allied Matters Act 2020 as amended by the Business Facilitation (Miscellaneous Provision) Act 2022. The link to join the meeting will be made available on the Company's website at <https://www.afrilandproperties.com/agm>.

**2. 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 Company's Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via email at [CorporateMeetings@Africaprudential.com](mailto:CorporateMeetings@Africaprudential.com) 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 [www.afrilandproperties.com](http://www.afrilandproperties.com).

**3. STAMPING OF PROXY**

The Company has arranged, at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time. To achieve a seamless proxy management exercise, the Company has created a designated email address to receive Proxy forms from esteemed Shareholders. The designated email address for receipt of the Proxy form is [CorporateMeetings@Africaprudential.com](mailto:CorporateMeetings@Africaprudential.com).

**4. LIVESTREAMING OF AGM**

The AGM 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 AGM live streaming will be made available on the Company's website at [www.afrilandproperties.com](http://www.afrilandproperties.com).

**5. DIVIDEND**

If the dividend recommended by the Directors is approved by the shareholders at the AGM, the dividend will be paid on Thursday, 23rd April 2026, to the shareholders whose names appear in the Company's Register of Members at the close of business on 1st April 2026.

**6. CLOSURE OF REGISTER**

The Register of Members of the Company will be closed from Thursday, 2nd April 2026 to Thursday, 9th April 2026 (both dates inclusive) for the purpose of dividend payment and updating the register.

**7. NOMINATION TO THE STATUTORY AUDIT COMMITTEE**

In accordance with Section 404(6) of the Companies and Allied Matters Act 2020, any member may nominate a shareholder for election 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 AGM. Section 404 (5) CAMA 2020 has mandated that all members must be literate and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. We, therefore, request that nominations be accompanied by a copy of the nominee's curriculum vitae.

**8. E-DIVIDEND REGISTRATION**

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts, and CSCS accounts for the purpose of receiving dividend payments electronically. A detachable application form for e-dividend is attached to the Annual Report to enable all shareholders to provide particulars of their accounts to the Registrar as soon as possible. Alternatively, Shareholders are to complete the e-dividend registration at <https://africaprudential.com/unclaimed-dividend/>.

**9. UNCLAIMED DIVIDEND WARRANTS AND SHARE CERTIFICATES**

Shareholders are hereby informed that a number of share certificates and dividend warrants that were returned to the Registrar as unclaimed are still in the custody of the Registrar. Any shareholder affected by this notice is advised to contact the Company's Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via email at [cxc@africaprudential.com](mailto:cxc@africaprudential.com) to lay claim. For a list of unclaimed dividends, please see our website at [www.afrilandproperties.com/investor-relations/resources](http://www.afrilandproperties.com/investor-relations/resources).

**10. PROFILE OF DIRECTORS FOR RE-ELECTION**

The profiles of Mr. Emmanuel Nnorom, Mr. Obong Idiong, and Mr. Olubunmi Akinremi who will be retiring by rotation, and will be presented for re-election are among the profiles of Directors that are provided in the 2025 Annual Report and on the Company's website at [www.afrilandproperties.com](http://www.afrilandproperties.com).

**11. E- ANNUAL REPORT PUBLISHED ON THE WEBSITE**

To improve the delivery of our Annual Report, we have inserted a detachable form in the 2025 Annual Report and hereby request shareholders to complete the form by providing their contact and any other requested details and thereafter return same to the Registrar for further processing. Additionally, an electronic version of the 2025 Annual Report is available on the Company's website at [www.afrilandproperties.com](http://www.afrilandproperties.com).

**12. RIGHTS 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, and such written questions must be submitted to the Company via email to [info@afriandproperties.com](mailto:info@afriandproperties.com) on or before Monday, 20th April 2026.