

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of the **CENTRAL SECURITIES CLEARING SYSTEM PLC** will be held on **Monday May 19th, 2014** at the **Oriental Hotels, Lekki Epe Expressway, Lagos** at **11.00 am** prompt to transact the following business:

AGENDA

Ordinary Business

1. To receive the Report of the Directors, the Audited Financial Statements for the period ended December 31st, 2013, and the Reports of the Auditors and Audit Committee thereon.
2. To declare Dividend
3. To elect Directors
4. To authorize the Directors to fix the remuneration of the Auditors
5. To elect members of the Statutory Audit Committee

Special Business

To consider and if approved, to pass the following Special Resolution:

6. That pursuant to the provisions of Sections 44 (1) & (2) and 46 (1) and other applicable provisions of the Companies and Allied Matters Act, the consent of the members be and is hereby accorded to alter the Articles 11, 30-35, 39-42, 43- 48 & 50 of Memorandum and Articles of the Company.
7. That the Company Secretary is hereby further authorized to do all acts, deeds and things as may be required or deemed expedient to implement this resolution.

Dated 11th day of April 2014

BY ORDER OF THE BOARD

CHARLES I. OJO
Company Secretary
FRC/2014/NBA/00000006051

Notes

1. Proxy

A member of the Company entitled to attend and vote at any Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A Proxy need not be a member of the Company. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar of the Company, Africa Prudential Registrars, 220B Ikorodu Road, Lagos State, not less than 48 hours before the time fixed for the meeting.

2. Dividend

If the proposed dividend of 22 kobo per share is approved, the Dividend Warrants will be posted on Friday May 30th 2014 to members whose names appear in the Register of members at the close of business on Monday May 5th, 2014.

3. Closure of Register of Members

The Register of Members will be closed from 5th May, 2014 to May 19th, 2014 (both days inclusive) to enable the Registrar make necessary preparations for the payment of dividend.

4. Election of Directors

(a) In accordance with the provisions of the Articles of Association, following Directors are retiring from the

Board and shall not be standing for reelection:

Mr. Emmanuel Nnorom;
Mr. Herbert Wigwe;
Mr. Abubakar Sule

(b) Consequently, the Board presents for Shareholders' ratification the election of the following individuals as non-executive Directors:

Mr. Haruna Jalo-Waziri;
Mr. Kennedy Uzorka;
Mr. Obinna Nwosu

(c) Biographical details of the above non-executive directors standing for election are provided in the Annual Report

5. Statutory Audit Committee

In accordance with Section 359 (5) of the Companies and Allied Matters Act, 1990, any shareholder may nominate another shareholder for appointment to the Audit Committee. Such nomination should be in writing and must reach the Company Secretary not less than twenty-one (21) days before the Annual General Meeting.

In accordance with the SEC Code of Corporate Governance, members of the Audit Committee are required to have basic financial literacy and should be able read financial statements. We would therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

6. Website

A copy of this Notice and other information relating to the meeting can be found at <http://www.cscsnigeriaiplc.com>.