



**NCR NIGERIA
PLC RC. 751**

6 Broad Street
Lagos

Lagos, 25 May 2023

NCR (NIGERIA) PLC - RESOLUTIONS PASSED AT THE 71ST ANNUAL GENERAL MEETING

The shareholders of NCR (Nigeria) PLC (the “Company”) at its 71st Annual General Meeting (AGM) held on Wednesday, 24 May 2023 at the NCR House, 6 Broad Street, Lagos, at 11.00 am, proposed and unanimously passed the following resolutions:

ORDINARY BUSINESS

1. That pursuant to section 285 (1) of the CAMA 2020, Mr. Michael Vallier be and is hereby re-elected as a Director of the Company.
2. That pursuant to section 285 (1) of the CAMA 2020, Mr. Matthew Adefila be and is hereby re-elected as a Director of the Company.
3. That the Directors be and are hereby authorised to fix the remuneration of the Auditors, Grant Thornton.
4. That Mrs. Martina Nnenna Amadi, Alhaji Mustapha Jinadu, and Mr. Taiwo Kashimawo Akanji, be and are hereby elected as shareholders’ representatives on the Audit Committee of the Company for the 2023/2024 financial year. The underlisted would constitute the membership of the Statutory Audit Committee:
 - Mrs. Martina Nnenna Amadi (ACIS, FCA)
 - Alhaji Mustapha Ishola Jinadu (FIOB)
 - Mr. Taiwo Kashimawo Akanji
 - Mr. Michael Vallier - Director
 - Mr. Mathew Adefila - Director
5. That in line with sections 257 and 238 of the CAMA 2020, the remuneration of the Managers of the Company was disclosed to the members as ~~₦~~96.6 million (Ninety-Six Million, Six Hundred Thousand Naira) only.

SPECIAL BUSINESS: ORDINARY RESOLUTION

6. That the remuneration of the Non-Executive Directors (NED) of NCR (Nigeria) Plc for the year ending 31 December 2023, and until further notice, be and is hereby fixed at ~~₦~~4.5 million (Four Million and Five Hundred Thousand Naira)

Directors: Otunba Adekunle Ojora OFR, CON, FNIM, J.P. (Chairman). Ms Christiana Yisa (Country Manager), Ms Louise Georgiou (Cypriot), Michael Vallier (USA), Chief Bisade Biobaku, Mr Mathew Adefila



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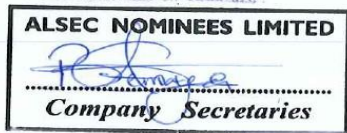
6 Broad Street
Lagos

only as Directors' fees. In addition, sitting allowances will be paid at standard agreed rates for each meeting attended by the Directors.

7. That, pursuant to Rule 20.8 of the Rulebook of the Nigerian Exchange Limited 2015, a general mandate be and is hereby given authorising the Company during the 2023 financial year and up to the date of the next Annual General Meeting, to procure goods, services, and financing and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms consistent with the Company's Transfer Pricing Policy. All transactions falling under this category which were earlier entered into in 2023 prior to the date of this meeting are hereby ratified.

Yours faithfully,

ALSEC NOMINEES LIMITED



BERNICE ANYA
Company Secretary

Directors: Otunba Adekunle Ojora OFR, CON, FNIM, J.P. (Chairman). Ms Christiana Yisa (Country Manager), Ms Louise Georgiou (Cypriot), Michael Vallier (USA), Chief Bisade Biobaku, Mr Mathew Adefila