

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 35th annual GENERAL MEETING of Nigerian Aviation Handling Company Plc (nahco aviance) will hold at Shehu Musa Yar'Adua Centre, Central Business District, Abuja on Tuesday, 26th July, 2016 at 11.00 a.m. to transact the following business:

Ordinary Business

1. To lay before the meeting the Audited Financial Statements for the year ended 31st December, 2015 together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a Dividend.
3. To approve the appointment of Mrs Folashade Ode as an Executive Director.
4. To re-elect retiring Directors.
5. To appoint External Auditor. **NOTICE IS HEREBY GIVEN THAT** the proposed External Auditor is Ernst & Young (EY).
6. To authorize the Directors to fix the remuneration of the External Auditor.
7. To elect members of the Audit Committee.

Special Business

8. To consider, and if thought fit, pass the following ordinary resolutions:
 - a. To approve the remuneration of the Directors for the year ending 2016.
 - b. That pursuant to section 271 of Companies and Allied Matters Act CAP. 20 of the Laws of the Federation of Nigeria that the sum of N5million per year be approved for a retiring Non-Executive Director of the Company.
9. To consider and if thought fit, pass the following special resolution:

Article 84 - The words "until otherwise determined by members at a general meeting, the number of Directors shall not be less than ten (10) and shall not be more than thirteen (13)" should be deleted and be substituted with the words "until otherwise determined by members at a general meeting, the number of Directors shall not be less than seven (7) and shall not be more than (10)".

NOTES:

A) **PROXY**

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy in his stead. Proxies need not to be members of the Company. To be valid, the proxy form attached to this notice must be returned to the Registrars (CardinalStone Securities Limited) at 358, Herbert Macaulay Street, Yaba, Lagos not less than 48 hours before the time fixed for the meeting.

B) **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 should reach the Company Secretary at least 21 (twenty one) days before the Annual General Meeting. The Securities & Exchange Commission's Code of Corporate Governance for Public Companies has indicated that members of Audit Committee should have basic financial literacy and should be able to read Financial Statements. We, therefore request that nominations be accompanied by a copy of the nominee's certificate and curriculum vitae.

C) **CLOSURE OF REGISTER OF MEMBERS**

The Register of Members and Transfer books of the Company will be closed from Monday 6th June, 2016 to Friday 10th June, 2016 (both dates inclusive) for the purpose of payment of dividend.

D) **DIVIDEND**

If the proposed dividend of 20 kobo per share recommended by Directors is approved by members at the Annual General Meeting, warrant will be posted on the 26th day of July, 2016 to members, whose names appear in the Register of Members at the close of business on Friday, 3rd June, 2016.

E) **E-DIVIDEND**

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment in line with the Securities and Exchange Commission (SEC) directives. Detachable application forms for e-dividend and e-bonus are attached to the Annual Report to enable all shareholders furnish the particulars of their bank accounts/CSCS details to the Registrars as soon as possible.

F) **PROFILE OF DIRECTORS**

The profiles of Directors are included in the Annual Report and also available for viewing on www.nahcoaviance.com.

G) **RIGHTS OF SECURITIES' HOLDERS TO ASK QUESTIONS**

Securities' Holders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such questions must be submitted to the Company on or before 19th day of July, 2016.

DATED THIS 24TH DAY OF MARCH, 2016

BY ORDER OF THE BOARD



FOLASHADE ODE (MRS)
ED, Corporate, Legal Services &
Company Secretary
FRC/2013/NBA/0000003177