VFD GROUP

NOTICE OF THE **10TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 10th Annual General Meeting ("AGM") of VFD Group Plc (the Company) will hold physically at Radisson Blu Anchorage Hotel, 1a Ozumba Mbadiwe Avenue, Victoria Island, Lagos, on Monday, 25th May 2026 at 11: 00AM or so soon thereafter, for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To lay before the Members the Audited Financial Statements for the year ended 31st December 2025 together with the Reports of the Directors, Auditors and the Audit Committee.
2. To declare a dividend of 25kobo (twenty-five kobo) per share for the year ended December 31, 2025.
3. To re-elect Ms. Omolola Bolusire, a Director who retires by rotation, and being eligible, have offered herself for re-election.
4. To re-appoint the firm, Price Waterhouse Coopers (PWC) (Chartered Accountant) as the Auditor of the Company, in accordance with Section 401 of the Companies & Allied Matters Act, 2020.
5. To authorize the Directors to fix the remuneration of the External Auditors.
6. To disclose the remuneration of the Managers of the Company in accordance with Section 238 of the Companies and Allied Matters Act, 2020
7. To elect/ re-elect members of the Statutory Audit Committee in accordance with Section 404 [3] of the Companies and Allied Matters Act, 2020.

SPECIAL BUSINESS

8. To consider and, if thought fit, pass the following resolution as ordinary resolution: That the remuneration of the Non-Executive Directors, until further notice, be and is hereby fixed at ₦127,880,000 (One Hundred and Twenty-seven Million, Eight Hundred and Eighty Thousand Naira) only for the year ending December 31, 2026. Such payments to be effective from January 1, 2026.

Dated April 28th , 2026

BY ORDER OF THE BOARD

Gbeminiyi Shoda
Group Company Secretary
FRC/2015/PRO/NBA/002/00000011768
VFD Group Plc
8, MacGregor Road, Ikoyi Lagos.

NOTES:

1. PROXY

A member of the company entitled to attend and vote at the annual general meeting is 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 at the office of the Company's Registrar, **Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos** or forwarded via email to cfc@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.vfdgroup.com**

2. LIVE STREAMING OF AGM

The AGM will be streamed live online. This will enable the Shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM online live streaming will be made available on the Company website **www.vfdgroup.com**.

3. DIVIDEND

The Directors have recommended the declaration of a dividend of 25 kobo (twenty-five Kobo) per share. If the dividend recommended by the Directors is approved by the members at the Annual General Meeting, the dividend will be paid on Monday, May 25, 2026 (subject to the appropriate deduction of Withholding Tax) to the shareholders whose names appear in the Company's Register of Members as of Monday, May 4, 2026

4. CLOSURE OF REGISTER

The Register of Members of the Company will be closed from Tuesday, May 5, 2026 to Thursday, May 7, 2026 [both days inclusive] for the purpose of updating the Register.

5. NOMINATION TO THE AUDIT COMMITTEE

In accordance with Section 404[6] of the Companies and Allied Matters Act 2020, any shareholder may nominate a Shareholder for appointment to the Audit Committee. Such nominations should be in writing and should reach the Company Secretary at least twenty-one [21] days before the Annual General Meeting. The Securities and Exchange Commission's Code of Corporate Governance for Public Companies and Financial Reporting Council of Nigeria, Audit Regulations, 2020 provides that members of the Audit Committee should have basic financial literacy and be able to read Committee should be supported by the curricula vitae of the nominees.

6. E-DIVIDEND/ BONUS

Pursuant to the directive of the Securities and Exchange Commission, members are hereby advised to open bank accounts, stock-broking accounts and CSCS accounts for the purpose of the payment of E-Dividend/bonus.

7. UNCLAIMED DIVIDENDS

All Shareholders are encouraged to complete an E-Dividend Mandate Form to ensure that all outstanding dividends are paid electronically.

8. PROFILES OF DIRECTORS FOR RE-ELECTION

The Profiles of Directors standing for election or re-election are provided in the Annual Reports.

9. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders have a right to ask questions not only at Meetings, but also in writing prior to the Meeting, and such questions must be submitted to the Registrar via email to **cfc@africaprudential.com** not later than one [1] week before the date of the Meeting.

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