



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of R.T. BRISCOE (NIGERIA) PLC (the Company) will be held at 18, FATAI ATERE WAY, MATORI, LAGOS STATE on Thursday, July 2, 2026 at 11.00 A.M. for the transaction of the following business:

ORDINARY BUSINESS

1. To lay before the meeting, the Financial Statements for the year ended 31st December, 2025 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To re-elect Directors.
3. To authorize the Directors to fix the remuneration of the Auditors.
4. To elect members of the Audit Committee.
5. To disclose the remuneration of the Managers of the Company.

SPECIAL BUSINESS

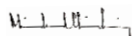
6. To fix the remuneration of the Non-Executive Directors.
7. To authorize the Company to procure goods and services necessary for its operations from related companies.
8. That the Directors be and are hereby authorized to undertake a capital raise of up to N10,000,000,000.00 (Ten Billion Naira) to be implemented by one or more transactions through the issuance of ordinary shares by way of a public offering, private placement, rights issuance to existing shareholders or otherwise via a combination of these upon such terms and conditions to be determined at the discretion of the Directors and subject to any requisite regulatory approvals.
9. That upon the successful completion of the process of increase of the Company's share capital and allotment of the new ordinary shares to investors therein, the Memorandum and Articles of Association of the Company be amended as necessary to reflect the Company's new issued share capital.

Voting by Interested Persons

In line with the provisions of Rule 20.8 (c) (8) of the Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to abstain, and ensure that their proxies, representatives, or associates shall abstain from voting on resolution 7 above.

Lagos, Nigeria.
March 26, 2026

By Order of the Board


Michael Olabode
[FRC/2022/PRO/NBA/002/23356]

Financial Statements

The Audited Financial Statements of the Company for the year ended 31st December 2025 and a list of unclaimed dividends are available on our website at www.rtbliscoe.com as well as on the website of our Registrars at www.meristemregistrars.com. Hard copies would be provided on request.

Proxies

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. To be valid for the meeting, executed proxy forms should be deposited at either the registered office of the Company at 18, Fatai Atere way, Matori, Lagos or the office of the Registrars at 213, Herbert Macaulay Way, Adekunle, Lagos, not less than 48 hours before the time of holding the meeting. The Company has made arrangements at its own cost for stamp duties to be paid on the proxy forms.

Audit Committee

Any shareholder may nominate another shareholder through his/her proxy 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 date of the Annual General Meeting. This should be forwarded to briscoemail.com.

Closure of Register

The Register of members will be closed from Thursday, June 11, 2026 to Wednesday, June 17, 2026. both dates inclusive.

Right 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. Such questions must be submitted to the Company or the Registrars on or before the 26th of June, 2026 at briscoemail@rtbliscoe.com or meristemregistrars.com.

Summary of Audited Financial Results

For the year ended 31 December 2025

	2025 N'000	2024 N'000	% Change
Turnover	40,414,888	28,634,207	41%
Operating Profit before Interest & Tax	4,868,344	2,270,670	114%
Net Finance costs	(1,904,008)	(1,245,200)	-53%
Profit before taxation	2,964,336	1,025,470	189%
Taxation	(161,914)	(216,222)	25%
Profit after taxation	2,802,422	809,248	246%
Other comprehensive income / (loss) net of tax	12,666	(12,687)	200%
Total comprehensive profit for the year	2,815,088	796,561	253%
Share Capital	588,177	588,177	0%
Total Equity	(5,660,934)	(8,478,419)	33%
Per 50k Share Data:			
Based on 1,176,352,056			
(2024 -1,176,352,056)			
Ordinary shares of 50k each:			
Basic Profit Per Share (Naira)	2.38	0.69	
Diluted Profit Per Share (Naira)	2.38	0.69	
Net Liabilities (Naira)	(4.81)	(7.21)	
Dividend declared	-	-	
Dividend cover (times)	-	-	
Stock Exchange quotation at year end (kobo)	350	250	
Number of employees (Group)	191	196	