

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of CUSTODIAN INVESTMENT PLC will hold at Festival Hotel, Kaduna Road, Amuwo Odofin Estate, Festac, Lagos on April 13, 2023, at 10.00a.m to transact the following business:

Ordinary Business

1. To lay before the members the Audited Financial Statements for the year ended December 31, 2022, and the Report of the Directors, Auditor's Report and the Audit Committee Report thereon.
2. To declare a Dividend.
3. To re-elect the following Directors retiring by rotation:
 - i) Mrs. Mimi Ade-Odiachi
 - ii) Mr. Ravi Sharma
4. To authorise the Directors to fix the remuneration of the External Auditors for the 2023 financial year.
5. To elect members of the Statutory Audit Committee in accordance with Section 404(6) of the Companies and Allied Matters Act, 2020.
6. To disclose the remuneration of Managers in the employment of the Company.

Special Business:

7. To fix the remuneration of Directors.

To consider and if thought fit pass the following as an ordinary resolution:

- 10 i) That pursuant to Section 11 of the Schedule of the Business Facilitation Act, 2022, Article 45 of the Company's Article of Association be amended by the insertion of Article 45 (3) to provide as follows:

"The Company's Annual General Meeting (AGM) may hold electronically provided that the AGM is held in compliance with the Company's Articles of Association."

- ii) That the Company's Memorandum and Articles of Association should reflect the changes authorized by the foregoing resolution.
- iii) To authorize and empower the Directors in the name and on behalf of the Company to take, or cause to be taken, all action required to effect the amendments, including without limitation to the preparation, execution and filing of all necessary notifications and forms required by the Corporate Affairs Commission and all other relevant regulatory authorities.

NOTES

Proxy

A member entitled to attend and vote at the Annual General 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. All instruments for the appointment of a proxy should be completed and deposited with the Registrars, Meristem Registrars and Probate Services Limited at 213, Herbert Macaulay Way, Sabo, Yaba, Lagos or via info@meristemregistrars.com, not later than 48hours before the time for holding the meeting. A blank proxy form is attached to the Annual Report and Accounts and may also be downloaded from the Company's website at (www.custodianplc.com.ng).

Stamping of Proxy Forms

The Company has made arrangements for the stamping of duly completed and signed proxy forms at its cost, to be submitted to the Company's Registrars within the stipulated time.

Dividend Payment

If approved, dividend will be payable on April 13, 2023, at the rate of **55 kobo per every 50 kobo ordinary share**, to shareholders whose names appear in the Register of Members at the close of business on March 31, 2023 (bringing total Dividend paid for 2022 financial year to **65 kobo**), subject to deduction of appropriate withholding tax. Shareholders who have completed the e-Dividend Mandate Forms will receive a direct credit of the dividend into their bank accounts on the day of the Annual General Meeting.

E-Dividend Mandate

Shareholders are kindly requested to update their records and advise Meristem Registrars and Probate Services Limited of their updated records and relevant bank accounts for the payment of their dividends. A detachable form in respect of the mandate for e-dividend payment is attached to the Annual Report for convenience. The aforementioned form can also be downloaded from the Company's website at www.custodianplc.com.ng or from Meristem Registrars and Probate Services Limited's website at (www.meristemregistrars.com).

The duly completed forms should be returned to Meristem Registrars and Probate Services Limited at 213, Herbert Macaulay Way, Yaba, Lagos or via the Company's website; www.meristemregistrars.com.

Unclaimed Dividend Warrants and Share Certificates

Shareholders are hereby informed that a number of share certificates and dividend warrants which were returned to the Registrars as unclaimed are still in the custody of the Registrars. Any shareholder affected by this notice is advised to contact the Company's Registrars, Meristem Registrars and Probate Services Limited at 213, Herbert Macaulay Way, Yaba, Lagos or via the Company's website; www.meristemregistrars.com.

Closure of Register of Members

Notice is hereby given that the Register of Members and Transfer Books of the Company will be closed from Monday, April 3, 2023, to Thursday April 6, 2023 [both dates inclusive].

Biographical Details of Directors for Re-election

Biographical details of Directors standing for re-election are provided in the Annual Report.

Website

A copy of this Notice and other information relating to the meeting can be found on the Company's website (www.custodianplc.com.ng).

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 at 16A, Commercial Avenue, Sabo, Lagos on or before April 10, 2023.

E-Annual Report Published on the Website

An electronic version of the Annual Report is available on the Company's website at (www.custodianplc.com.ng) and will be sent to our Shareholders who have provided their email addresses to the Registrar. Shareholders who are interested in receiving the soft copy of the 2022 Annual Report should request via info@meristemregistrars.com

Nomination to the Audit Committee

Pursuant to Section 404 [6] of the Companies and Allied Matters Act, 2020 (CAMA), any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination. Such notice shall reach the Company Secretary at least 21 days before the Annual General Meeting. Section 404 (5) of the CAMA has mandated

that all members must be financially literate and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

By order of the Board



ADEYINKA JAFUJO

FRC/2013/NBA/00000002403

Custodian Trustees Limited

Company Secretary

Dated this March 16, 2023

Custodian Investment Plc.

Custodian House

16A, Commercial Avenue

Sabo, Yaba, Lagos.

Proxy Form

28th Annual General Meeting of Custodian Investment Plc to be held at 10am On Thursday April 13, 2023, Festival Hotel, Kaduna Road, Amuwo Odofin Estate, Festac, Lagos

I/We*being member/
members of the above-named Company hereby appoint

**or failing him/her, the
Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the
28th Annual General Meeting of the Company to be held on Thursday, April 13, 2023.

Dated this..... day of..... 2023

Signature

Number of Shares

Notes

1. Please sign this proxy card and send to info@meristemregistrars.com or post it so as to, reach the registrars Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Yaba, Lagos not later than 48hours before the time for holding the meeting.
2. If executed by a corporation, the proxy card should be sealed with the common seal.
3. The proxy form will be used both by show of hands and in the event of a poll being directed or demanded.
4. In the case of joint holders, the signature of any one of them will suffice, but the names of all join holders should be shown.

I/We desire that this proxy be used in favour of/against the resolutions as indicated below.

Resolutions	For	Against
Ordinary Business		
1. To lay before the members the audited Accounts for the year ended December 31, 2022, together with the reports of the Directors, Auditors and the Audit Committee thereon.		
2. To declare a dividend.		
3. To re-elect the following Directors retiring by rotation: i. Mrs. Mimi Ade-Odiachi as a Director ii. Mr. Ravi Sharma as a Director		
4. To authorize the Directors to fix the remuneration of the External Auditors		
5. To elect members of the Statutory Audit Committee.		
6. To disclose remuneration of Managers in the employment of the Company.		
Special Business		
7. To fix the remuneration of Directors		
To consider and if thought fit pass the following as special resolution		
10 i) That pursuant to Section 11 of the Business Facilitation Act, 2022, Article 45 of the Company's Article of Association be amended by the insertion of Article 45 (3) to provide as follows; "The Company's Annual General Meeting (AGM) may hold electronically provided that the AGM is held in compliance with the Company's Articles of Association."		
ii) That the Company's Memorandum and Articles of Association should reflect the changes authorized by the foregoing resolution.		
iii) To authorize and empower the Directors in the name and on behalf of the Company to take, or cause to be taken, all actions required to effect the amendments, including without limitation to the preparation, execution and filing of all necessary notifications and forms required by the Corporate Affairs Commission and all other relevant regulatory authorities.		

Please indicate with an "X" in the appropriate square how you wish your votes to be cast on the resolution set out above. Unless otherwise instructed the proxy will vote or abstain from voting at his/her discretion

Before posting the above form, please tear off this part and retain it.

CUSTODIAN INVESTMENT PLC, 28TH ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, APRIL 13, 2023 AT 10 AM. AT FESTIVAL HOTEL, KADUNA ROAD, AMUWO ODOFIN ESTATE, FESTAC, LAGOS.

Name of Shareholder

Number of shares

*Name of Proxy

If you are unable to attend the meeting

A member [Shareholder] who is unable to attend Annual General Meeting is allowed by law to vote by proxy. A proxy need not be a member of the Company.

The above proxy card has been prepared to enable you exercise your right to vote if you cannot personally attend.

Important - Please insert your name and that of your proxy in BLOCK CAPITALS to both the proxy and admission forms where asterisked.