Capital Bancorp Plc

RC: 114135

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NOTICE OF 38TH ANNUAL GENERAL MEETING OF CAPITAL BANCORP PLC {RC No. 114135}

(PURSUANT TO SECTION 237 OF THE COMPANIES AND ALLIED MATTERS ACT 2020)

NOTICE IS HEREBY GIVEN THAT the 38th Annual General Meeting of **CAPITAL BANCORP PLC** will be held at Helsinki Hall, Nordic **Hotel, 258, Kofo Abayomi Street, Victoria Island, Lagos and via Teleconference on Friday, 23rd October 2026 at 11:00 a.m.** to transact the following business:

Ordinary Business

1. To lay before the Members, the Report of the Directors and the Audited Financial Statements together with the Auditors and Audit Committee Reports for the year ended 31st December 2025.

2. To declare a Dividend.

3. To elect / re-elect the following Directors in accordance with the Company's Articles of Association:
   - Dr. Babatunde Pearse
   - Mrs. Cecilia Osipitan
   - Mrs. Taba Peterside

4. To re-appoint Messrs. BDO Professional Services as the External Auditors of the Company and authorize the Directors to fix the remuneration of the Auditors.

5. To elect members of the Statutory Audit Committee in accordance with the provisions of Section 404 (6) of the Companies and Allied Matters Act, 2020.

6. To disclose the Remuneration of the Managers of the Business.

Special Business

7. To approve the remuneration of the Non-Executive Directors.

Dated this 23rd day of September 2026

BY ORDER OF THE BOARD



DCSL Corporate Services Limited
Company Secretaries

Notes:

- **Proxy:** Any member of the Company entitled to attend and vote at this meeting is also 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 either at the office of the Registrars, Lighthouse Registrars Limited at 2nd Floor, 39 Adeola Odeku Street, Victoria Island, Lagos or badebayo@lighthousecapital.ng 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 https://capitalbancorpgroup.com/

- **Attendance by Proxy:** A member (shareholder) who is unable to attend the Annual General Meeting is allowed to vote by Proxy. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

    - Mr. Olutola Mobolurin
    - Mr. Gbolahan Olojede
    - Mr. Segun Caulcrick
    - Chief Tunde Odanye
    - Mr. Oludolapo Ashiru

- **Stamping of Proxy:** The Company has decided at its cost to stamp the duly completed and signed Proxy Forms submitted to the Registrar's office within the stipulated time.

- **Online Streaming of AGM:** The AGM will be streamed live online. This will enable 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's YouTube channel at: https://us06web.zoom.us/j/82558220276?pwd=vunNylsLYLmvjtmxAgytPZXVYhoTbu.1
    - Meeting ID: 825 5822 0276
    - Passcode: 072293

- **Dividend Payment:** A final dividend 7 Kobo per 50 kobo ordinary share, (bringing the total dividend for the year ended December 31, 2025 to 17 kobo), has been recommended by the Board of Directors for the approval of the Shareholders. If approved, the payment of the dividend will be made on 23rd day of October 2026 to all Shareholders, whose names appear in the Register of Members at the close of business on 14th day, of October 2026.

- **Nomination of Statutory Audit Committee Members:** In accordance with Section 404(6) of the Companies and Allied Matters Act 2020, any member may nominate a shareholder as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the Annual General Meeting. Such notice of nominations should be sent via email to oeta@dcsl.com.ng.

- **Re-election/Appointment of Directors:** In accordance with the provisions of CAMA 2020, Dr. Babatunde Pearse and Mrs. Cecilia Osipitan retire by rotation at the 38th AGM. The retiring Directors, being eligible, offer themselves for re-election.

- In accordance with the provisions of Sections 273 and 274 of CAMA, the appointment of Mrs. Taba Peterside as an Independent Non-Executive Director will be presented at the General Meeting for approval.

- **E-Annual Report:** The electronic version of the Annual Report may be downloaded at the Company's website https://capitalbancorpgroup.com/. *Shareholders who have provided their email addresses to the Company Secretaries will receive the electronic version of the Annual report via email.*

- **Closure of Register of Members:** The register of members will be closed on the 15th of October 2026 to enable the Registrar to prepare for the payment of dividends.

- **Rights of Shareholders to ask Questions:** Shareholders have the 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 15th October 2026.

- **Unclaimed Dividend Warrants and Share Certificates:** Shareholders are hereby informed that a number of share certificates and dividend warrants have been returned to the Registrars as "unclaimed''. A list of all unclaimed dividends will be circulated with the Annual Report and Financial Statements. Any member affected by this notice is advised to write to or call the office of the Company's Registrars. Lighthouse Registrars Limited at 2nd Floor, 39 Adeola Odeku Street, Victoria Island, Lagos as soon as possible.

- **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. A detachable application form for e-dividend is attached to the Annual Report to enable all shareholders to furnish the particulars of their bank accounts/CCS details to the Registrars as soon as possible.

- **Profile of Directors**: The profile of all Directors of the Company is available for viewing on the Company's website https://capitalbancorpgroup.com/