



## **NOTICE OF ANNUAL GENERAL MEETING OF INFINITY TRUST MORTGAGE BANK PLC**

**NOTICE IS HEREBY GIVEN** that the 20<sup>th</sup> Annual General Meeting (AGM) of members of Infinity Trust Mortgage Bank Plc (the Company) will be held virtually on Thursday, May 21, 2026, at 10.00 am or so soon thereafter to transact the following businesses:

### **Ordinary Business**

1. To receive and consider the Audited Financial Statements for the year ended 31<sup>st</sup> December 2025, together with the Reports of the Directors, Auditors, and the Audit Committee thereon.
2. To declare a dividend.
3. To elect the following Directors:
  - Dr. Obasegun Adetokunbo Oni as a Non-Executive Director.
4. To re-elect the following Directors retiring by rotation who being eligible, offer themselves for re-election:
  - Dr Olabanjo Obaleye, FCA.
  - Eniola Chukwuebuka Bibilari.
  - Alh. Abubakar Muhammad.
5. To Authorize the Directors to fix the remuneration of the External Auditors for the 2026 Financial Year.
6. To disclose the remuneration of Managers of the Company.
7. To elect members of the Audit Committee.

### **Special Business**

8. To consider and if thought fit pass the following sub-joined resolutions as an ordinary resolution:
  - i. That, subject to the approval of the relevant regulatory authorities, the Board be and is hereby authorized to allot a bonus issue of 1 (One) new ordinary share for every 1 (one) existing ordinary shares of 50 kobo each to members whose names appear in the Company's Register of Members at the close of business on 17 April

2026 (the “Qualification Date”). The Bonus Shares shall be credited as fully paid and shall rank pari passu in all respects with the existing ordinary shares of the Company.

- ii. To increase the share capital of the Company by the creation of such sufficient number of ordinary shares of 50 Kobo each representing the total number of Bonus Shares, such shares ranking pari passu in all respects with the existing shares in the capital.
  - iii. That the Company be and is hereby authorized to increase its share capital from ₦2,085,222.860 to ₦4,170,445,720 (or to otherwise increase its share capital to an amount sufficient to accommodate the Bonus Issue).
  - iv. The Board be and is hereby authorized to perform all such acts as may be necessary to give effect to the above resolutions, including without limitation, complying with directives of any regulatory authority.
9. To fix the Non-Executive Directors’ fees for the year ending 31 December 2026.

**Notes:**

**10. Proxy**

A member entitled to attend and vote at the 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. A proxy form is attached to the notice of the meeting posted to the Shareholders. To be valid, all instruments of proxy must be duly signed by the Shareholder and stamped at the Stamp Duties office and returned to the Registrars/Company’s Secretary not later than forty-eight (48) hours before the date and time scheduled for holding the meeting.

**11. Virtual Meeting Link**

This meeting would be held virtually in line with the provisions of the Business Facilitation (Miscellaneous Provisions) Act 2022, which provides that Public Companies may hold meetings electronically. The meeting link will be made available to all members and on the Company’s website at [www.infinitytrustmortgagebank.com](http://www.infinitytrustmortgagebank.com).

**12. Dividend**

If the proposed dividend of 35K recommended by the Directors is approved by members at the AGM, the dividend will be payable on **26<sup>th</sup> of May 2026**, to

shareholders whose names appear in the register of members as at close of business on **17<sup>th</sup> April 2026**. Shareholders who have completed the e-dividend Mandate forms will receive direct credit of the dividend into their bank accounts.

**13. Bonus Issues**

Bonus shares of 1 (One) new ordinary share for every 1 (one) ordinary share held at the Qualification Date, subject to shareholders' and regulatory approvals. Allotment date will be communicated after all approvals.

**14. Closure of Register of Members**

In accordance with Section 114 of the Companies and Allied Matters Act (CAMA) 2020, kindly note that the Register of Members and Transfer Books of the Company will be closed from **20<sup>th</sup> April to 24<sup>th</sup> April 2026** (both dates inclusive) to enable the Registrars to update their records in preparation for the payment of dividend.

**15. Nomination to the Audit Committee**

In accordance with Section 404 (6) of The Companies and Allied Matters Act, 2020 (CAMA), any member may nominate a Shareholder for election 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 AGM.

16. The Central Bank of Nigeria's Code of Corporate Governance; the Code of Corporate Governance of the Financial Reporting Council; Securities and Exchange Commission (**SEC**) Corporate Governance Guidelines, respectively, provide that some members of the Audit Committee should be financially literate. We would therefore request that nominations be accompanied by a copy of the nominee's Curriculum Vitae.

**17. E-Dividend Registration**

Notice is hereby given to all shareholders who have not done so, to open stockbroking accounts and CSCS accounts for the purpose of receiving dividend payments electronically. A detachable application form for e-dividend is attached to the Annual Report to enable all shareholders to furnish particulars of their accounts to the Registrars as soon as possible.

## 7. Election of Directors

Dr. Obasegun Adetokunbo Oni was appointed to the Board as a Non-Executive Director. He will be presented for Shareholders' approval at the 20<sup>th</sup> Annual General Meeting. The profile of Dr Obasegun Adetokunbo is available on the company's website ([www.infinitytrustmortgagebank.com](http://www.infinitytrustmortgagebank.com))

Dated this 15th Day of April 2026

**By order of the Board**



**Tolulope Osho (Mrs.)**

**FRC/2017/NBA/00000016418**

Company Secretary

11, Kaura Namoda Street

Area 3, Garki, Abuja.