



GEREGU POWER PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting of Geregu Power PLC (the Company) will be held electronically on Tuesday, 30th June 2026, at 11:00 am to transact the following business:

ORDINARY BUSINESS:

1. To lay before the Members the Audited Financial Statements for the year ended December 31, 2025, together with the Reports of the Directors, Auditors and Audit Committee.
2. To declare a dividend.
3. To re-elect Chief Olukunle Oyewole, a Director who retires by rotation, and being eligible, has offered himself for re-election.
4. To re-appoint the firm, Messrs. PricewaterhouseCoopers, as the Auditor of the Company, in accordance with Section 401 of the Companies and Allied Matters Act, 2020.
5. To authorize the Directors to fix the remuneration of the Auditors.
6. To elect/ re-elect members of the Statutory Audit Committee in accordance with Section 404 [3] of the Companies and Allied Matters Act, 2020.
7. To disclose the remuneration of the Managers of the Company in line with the provisions of Section 238 of the Companies and Allied Matters Act, 2020.

SPECIAL BUSINESS:

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

That the remuneration of Non-executive Directors, until further notice, be and is hereby fixed at **N32,400,000.00 (Thirty-Two Million Four Hundred Thousand Naira)** only for the year ending December 31, 2026. Such payments to be effective from January 1, 2026.

9. To elect/appoint the following Directors:
 - 9.1. Senator Abdul-Aziz Abubakar Yari.
 - 9.2. Dr. Abdullahi Abdulkarim Tsafe.
 - 9.3. Dr. Abdulkadeer Babangida Njiddah.
 - 9.4. Mr. Mahmud Abubakar Magaji, SAN.
 - 9.5. Dr. Mohammed Usman Gur.
 - 9.6. Ms. Neka Uzoamaka Adogu.
 - 9.7. Engr. Mohammed Sani Jaafaru.

Dated June 1st, 2026

BY ORDER OF THE BOARD

Gbeminiyi Shoda
FRC/2015/PRO/NBA/0000011768
For: The Structure HQ Limited
FRC/2023/COY/257281
Company Secretary

Notes:

a. 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 **Company's Registrar, Meristem Registrar and Probate Services Limited, 213, Herbert Macaulay Way, Adekunle Yaba, Lagos State**, not later than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report.

b. LIVE STREAMING OF AGM

The AGM will be live-streamed. This will enable shareholders and other stakeholders follow the proceedings. The link for the AGM online live streaming will be made available by the Registrars and on the Company's website at www.geregupowerplc.com.

c. DIVIDEND

The Directors have recommended the declaration of a dividend of N9.00 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 Tuesday, June 30, 2026 (subject to appropriate deduction of withholding tax) to the shareholders whose names appear in the Company's Register of members as at the close of business on **Monday, April 13, 2026**.

d. CLOSURE OF REGISTER

The Register of Members of the Company will be closed from Tuesday, April 14, 2026, to Thursday, April 16, 2026 [both days inclusive] for the purpose of updating the Register.

e. NOMINATION OF THE STATUTORY 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 nomination 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 and interpret financial statements. In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the curricula vitae of the nominees.

f. E-DIVIDEND

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. A detachable application form for e-dividend is included in the Annual Report available at: www.geregupowerplc.com to enable all Shareholders furnish their accounts to the Registrar as soon as possible.

g. UNCLAIMED DIVIDENDS

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

h. PROFILES OF DIRECTORS FOR RE-ELECTION/APPOINTMENT

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

i. 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 Company Secretary via email to cs@geregupowerplc.com not later than five [5] days before the date of the Meeting.