

Notice of Annual General Meeting.

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the members of Backbone Connectivity Network (Nigeria) Limited will be held on Tuesday 9th October 2018 at the Treasure Suites Plot 66, 1st Avenue, Off Shehu Shagari Way, Central Business District, Abuja at 12:00pm prompt to transact the following business:

Ordinary Business:

1. To approve the Report of the Directors, the Audited Financial Statements for the year ended 31st December 2017, the reports of the Auditors and Audit Committee thereon.
2. To elect/re-elect Directors.
3. To authorise the Directors to fix the remuneration of the Auditors.
4. To elect/re-elect members of the Audit committee.

Special Business:

5. To consider and if thought fit, pass with or without modification, the following Resolutions:

Raising of Capital

- (i) "That the Directors be and are hereby authorised to raise additional capital whether by way of debt, conversions, private placement or offer for sale or rights issue in such tranches, series or proportions at such prices or interest rates, within such maturity periods, at such dates and time and on such terms and conditions as may be determined by the Directors, subject to the requisite approval of the relevant regulatory authorities.
- (ii) That the Directors be and are hereby authorised to enter into any agreements, negotiations, contracts or any other arrangements whatsoever and to do such things or execute any other document, make any filings and take any other steps as may be necessary for, or incidental to the above resolution.
- (iii) That the Directors be and are hereby authorised to appoint such professional parties and perform all such other acts and do such other things as may be necessary for or incidental to and deemed necessary for the successful implementation of the foregoing resolutions."

Share Capital

"That the authorised share capital of the Company be increased from N300,000,000.00 (Three Hundred Million Naira) to N600,000,000.00 (Six Hundred Million Naira), by the creation of an additional 600,000,000 units of Ordinary Shares with a nominal value of N0.50k per share with the Shares ranking pari passu with the existing shares of the Company pursuant to the provisions of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria 2004."

NOTES:

PROXY

A member of the Company entitled to attend and vote at the meeting who is unable to attend the meeting and wishes to be represented at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. A Proxy Form is supplied with the Notice. Proxy Forms must be completed, stamped by the Commissioner for Stamp Duties and deposited at the office of the Company Secretaries, Abais Law Office, 6th Floor, 21 Boyle Street Onikan, Lagos not less than 48 hours before the time of the meeting.

AUDIT COMMITTEE:

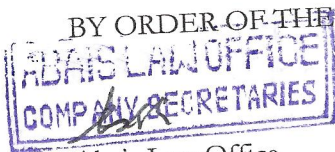
The Audit Committee comprise two shareholders and one Director. In accordance with Section 359 (5) of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004 any member may nominate a shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. Such nominations should be guided by the requirements of the Nigerian Communications Commission's Code of Corporate Governance 2017.

WEBSITE

A copy of this Notice and other information relating to the meeting can be found on the Company's website - www.bcnigeria.net

Dated this 14th day of September 2018

BY ORDER OF THE BOARD



Abais Law Office
Company Secretaries

PROXY FORM

I/We.....of.....
.....
a Shareholder in Backbone Connectivity Network (Nigeria) Limited with
Registration Number 509693 (BCN or Company), hereby appoint.....
..... as My/Our Proxy to vote at the Annual General
Meeting of the Company scheduled to be held on the 9th day of October 2018, or at
any adjournment thereof.

The Proxy shall have the full power as the Shareholder's substitute to represent the
Shareholder and vote on all issues and motions that are properly presented at the
meeting(s). The Proxy shall have the authority to vote entirely in the discretion of
the Proxy.

DATED this Day of 2018.

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Signature