



Union Diagnostic & Clinical Services Plc.

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RC: 352457

NOTICE OF COURT-ORDERED MEETING

NOTICE IS HEREBY GIVEN that the Court-Ordered Meeting of Union Diagnostic and Clinical Services Plc. will be held on **Monday, 25th of January, 2021, at 12pm at Lagos Resource Center 9, Anifowose Street, Victoria Island, Lagos** to transact the following special business:

1. That the Scheme of Arrangement dated Monday, December 7, 2020 be and is hereby approved and that the Directors be and are hereby authorized to consent to any modifications of the Scheme of Arrangement that the Federal High Court or any regulatory authority may deem fit to impose or approve.
2. For the purpose of giving effect to the Scheme in its original form or with or subject to such modification, addition and condition agreed between the Company and Holders of its Ordinary Shares and/or approved or imposed by the Court:
 - a. The Scheme Shares (as defined in the Scheme Document) be transferred to Cedar Advisory Partners Limited; and
 - b. Holders of the Scheme Shares be paid a cash consideration (as defined in the Scheme Document) by Cedar Advisory Partners Limited for the transfer of the said Scheme Shares.
3. That as consideration for the transfer of the Scheme Shares, each Holder of the Scheme Shares shall receive ₦0.35k per share.
4. That the Board of Directors of Union Diagnostic be and are hereby authorized to take all necessary steps and to consent to any modification of the Scheme of Arrangement that the Federal High Court shall deem fit to impose or approve.

Notes:

1. Voting by Proxy

Pursuant to the Court Order, in the interest of public safety and having due regard to the Nigeria Centre For Disease Control (NCDC) COVID-19 Guidance for Safe Mass Gatherings in Nigeria, and the restrictions on number of individuals at public gatherings by the Lagos State Government and other relevant authorities, Shareholders are hereby advised that attendance at the COM will be done through proxy only. A proxy may be selected from any of the following individuals:

- a. Mr. Abiodun Akinkoye
- b. Mr. Anthony Nwozor and
- c. Mr. Sunday Akinrotimi (the “**Selected Proxies**”).

The Selected Proxies are to attend the Meeting physically and vote on their own behalf as well as on behalf of the Shareholders who selected them as proxies. Due to the aforementioned restrictions, the company would adopt the recommended Lagos State Government directive and limit the number of people in this gathering. Thus, the total number of people that would be granted access into the COM venue would be restricted to abide by the number which the Lagos State Government permits in a gathering. Also, in line with COVID-19 protocols, Shareholders would also be granted access to live stream the proceedings of the COM to limit physical gatherings at the venue. The option of live streaming the meeting would be done via a link that will be made available on the Company's website at www.uniondiagnostic.com.ng. Registration of Shareholders will commence two (2) hours before the scheduled time of the meeting.

Shareholders are hereby advised to appoint proxies from the list mentioned above and forward the completed proxy form to the Registrar, First Registrars and Investor Services Limited, 2, Abebe Village Road, Iganmu, Lagos or by an email to info@firstregistrarsnigeria.com.

Proxy forms (together with any Power of Attorney or other authority under which it is signed, or a notarised copy of such Power of Attorney or other authority) must be completed and deposited at the office of the Company's Registrars, First Registrars and Investor Services Limited, not later than 48 hours before the time of the meeting.

A member entitled to attend the Court-Ordered Meeting who does not receive a copy of the Scheme Document within 14 days of the date of this notice can obtain copies of same from the Registrar of Union Diagnostics and Clinical Services Plc, First Registrars and Investor Services Limited, or the Company's website at www.uniondiagnostic.com.ng.

Any Shareholder attending the Court-Ordered Meeting via live streaming who has any question with regards to the Scheme will be able to ask such questions during the course of the Court-Ordered Meeting.

2. Rights of Security Holders to Ask Questions

In compliance with Rule 19.12(c) of the Nigerian Stock Exchange's Rulebook 2015, a member and other Security Holder of the Company have a right to ask questions not only at the Extra-Ordinary General Meeting, but also in writing prior to the Meeting, and such questions must be submitted at least one week before the meeting. Kindly send all questions to finance@uniondiagnostic.com.ng

3. Stamping of Proxy

The Company will make arrangement at its own cost to pay the stamp duty on all duly completed and signed proxy forms submitted within the stipulated time.

4. Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed between Thursday 7th and Thursday 14th January 2021 (both days inclusive) for the purpose of updating the Register.

Dated 29th December, 2020

By the Order of the Board

A handwritten signature in blue ink, appearing to be 'S. Iroye', written over a horizontal line. The signature is stylized and includes a circular flourish on the left side.

Dr. Samuel Iroye Esq (FRC/2014/NBA00000010070)

Company Secretary

Union Diagnostics and Clinical Services Plc.