TranscorpPower

NOTICE OF ANNUAL GENERAL MEETING OF TRANSCORP POWER PLC

NOTICE IS HEREBY GIVEN that the 13th Annual General Meeting ("AGM") of Transcorp Power Plc ("the Company") is scheduled to hold on Monday, April 27, 2026, at the Congress Hall, Transcorp Hilton Hotel, 1 Aguiyi Ironsi Street, Maitama, Abuja, at 10.00 a.m., to transact the following businesses:

ORDINARY BUSINESS

1. To lay before the members, the Audited Financial Statements of the Company for the year ended December 31, 2025, together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To re-elect the following Directors retiring by rotation:
   3.1 Engr. Charles Odita; and
   3.2 Ms. Faith Tuedor-Matthews, OFR.
4. To re-appoint the Auditors and authorise the Directors to fix the remuneration of the Auditors for 2026 financial year.
5. To disclose the remuneration of Managers of the Company.
6. To elect members of the Statutory Audit Committee.

SPECIAL BUSINESS

7. To fix the remuneration of the Non-Executive Directors.
8. To consider and if thought fit, pass the following as ordinary resolutions:

   8.1 "That the Company be and is hereby authorised to invest in, acquire, or divest from any business and/or carry out as the Directors may deem appropriate and in accordance with any relevant laws, any actions, including but not limited to restructuring, reorganization, reconstruction and such other business arrangement exercise or actions."

   8.2 "That subject to regulatory approval (where necessary), the Directors, be and are hereby authorised to take all steps and do all acts that they deem necessary in furtherance of the resolution 8.1 above, including but not limited to executing and filing all such forms, document or information with the appropriate authorities, as may be required; appointing professional advisers and parties that they deem necessary, upon such terms and conditions that the Directors may deem appropriate."

9 To Consider and if thought fit, pass the following as an ordinary resolution:

“That in compliance with the Rule of the Nigerian Exchange Limited governing transactions with related parties or interested persons, the Company, and its related entities be and are hereby granted a general mandate in respect of all recurrent transactions entered with a related party or interested person provided such transactions are of a revenue or trading nature or are necessary for the Company’s day-to-day operations. This mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held.”

Dated this 2nd April, 2026

BY ORDER OF THE BOARD

Ms. Atinuke Kolade
Group Company Secretary
FRC/2019/PRO/NBA/002/00000019306

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NOTES

1. 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, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via email at cxc@africaprudential.com 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 www.transcorppower.com.

2. LIVE STREAMING OF AGM

The AGM will be streamed live via the Company's website www.transcorppower.com.

3. DIVIDEND

If the dividend recommended by the Directors is approved by the shareholders at the AGM, dividend will be paid on Tuesday, April 28, 2026 to the shareholders whose names appear in the Company's Register of Members at the close of business on Monday, April 13, 2026. Names of shareholders with unclaimed dividends can be accessed via this link: Transcorp Power Unclaimed Div List as at 31 Dec, 2025.xlsx.

4. CLOSURE OF REGISTER

The Register of Members of the Company will be closed from Tuesday, April 14, 2026, to Friday, April 17, 2026 (both dates inclusive) for the purpose of dividend payment and updating the register.

5. 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 21 days before the AGM. CAMA further provides that members of the Statutory Audit Committee should be financially literate.

6. E-DIVIDEND REGISTRATION

Notice is hereby given to all shareholders who have not done so, to open bank accounts, 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 furnish particulars of their accounts to the Registrar as soon as possible.

7. PROFILES OF DIRECTORS FOR APPOINTMENT AND RE-ELECTION

The profiles of Engr. Charles Odita and Ms. Faith Tuedor Matthews, OFR who will be retiring by rotation and will be presented for re-election, are provided in the 2025 Annual Report and on the Company's website at www.transcorppower.com.

8. UNCLAIMED DIVIDEND WARRANTS AND SHARE CERTIFICATES

Shareholders are hereby informed that a number of share certificates and dividend warrants which were returned to the Registrars as unclaimed are still in the custody of the Registrars. Any shareholder affected by this notice is advised to contact the Company's Registrars, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via email at cxc@africaprudential.com to lay claim.

9. E- ANNUAL REPORT PUBLISHED ON THE WEBSITE

In order to improve delivery of our Annual Report, we have inserted a detachable form in the 2025 Annual Report and hereby request shareholders to complete the form by providing their contact and any other requested details and thereafter return same to the Registrars for further processing. Additionally, an electronic version of the 2025 Annual Report is available on the Company's website at www.transcorppower.com.

10. NO VOTING BY INTERESTED PARTIES

In line with the provisions of Rule 20.8 (2)(h) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 9 above.

11. RIGHTS OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such written questions must be submitted to the Company on or before Monday, April 20, 2026.

Transcorp Power

PROXY FORM

THIRTEENTH ANNUAL GENERAL MEETING OF TRANSCORP POWER PLC TO BE HELD ON MONDAY, APRIL 27, 2026, AT CONGRESS HALL, TRANSCORP HILTON ABUJA, 1 AGUIYI IRONSI STREET, MAITAMA, ABUJA, FCT AT 10.00AM

I/WE ____
being a member/members of TRANSCORP POWER PLC, hereby appoint:

__________________________________or failing him, the Chairman of the meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Thirteenth Annual General Meeting of the Company to be held on Monday, April 27, 2026 at the Congress Hall, Transcorp Hilton Hotel, 1 Aguiyi Ironsi Street, Maitama, Abuja at 10.00 a.m. and at any adjournment thereof.

A member (shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by proxy. This proxy form has been prepared to enable you exercise your right to vote, in case you cannot personally attend the meeting.

Please sign this proxy form and forward it, so as to reach the registered office of the Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via email at cxc@africaprudential.com not later than 48 hours before the time fixed for the meeting. If executed by a Corporation, the Proxy Form must be under its common seal or under the hand of a duly authorised officer or attorney.

It is a requirement of the law under the Stamp Duties Act, Cap S8, Laws of the Federation of Nigeria, 2004 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must be stamped by the Commissioner for Stamp Duties.

The Proxy must produce the Admission Card below to gain entrance into the Meeting.

RESOLUTIONS		**FOR**	**AGAINST**	**ABSTAIN**
1.	To lay before the members the Audited Financial Statements of the Company for the year ended December 31, 2025, together with the Reports of the Directors, Auditors and Audit Committee thereon			
2.	To declare a dividend			
3.	To re-elect the following Directors Retiring by rotation:			
3.1	To re-elect Engr. Charles Odita, a Director retiring by rotation.			
3.2	To re-elect Ms. Faith Tuedor-Matthews, OFR, a Director retiring by rotation.			
4	To re-appoint the Auditors and authorise the Directors to fix the remuneration of the Auditors for the 2026 financial year.			
5	To disclose the remuneration of Managers of the Company.			
6	To elect members of the Statutory Audit Committee.			
7	To fix the remuneration of Non-Executive Directors.			
8.	To consider and if thought fit, pass the following as ordinary resolutions:			
8.1	To approve that the Company be and is hereby authorised to invest in, acquire, or divest from any business and/or carry out as the Directors may deem appropriate and in accordance with any relevant laws, any actions, including but not limited to restructuring, reorganization, reconstruction and such other business arrangement exercise or actions.			
8.2	To approve that subject to regulatory approval (where necessary), the Directors, be and			

are hereby authorised to take all steps and do all acts that they deem necessary in furtherance of the resolution 8 above, including but not limited to executing and filing all such forms, document or information with the appropriate authorities, as may be required; appointing professional advisers and parties that they deem necessary, upon such terms and conditions that the Directors may deem appropriate.			
9. To Consider and if thought fit, pass the following as an ordinary resolution: To approve that in compliance with the Rules of the Nigerian Exchange Limited governing transactions with related parties or interested persons, the Company, and its related entities be and are hereby granted a general mandate in respect of all recurrent transactions entered with a related party or interested person provided such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day operations. This mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held.			
Please indicate with an "X" in the appropriate square how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion			

A D M I S S I O N   C A R D

Please admit the Shareholder named on this Card or his duly appointed proxy to the Annual General Meeting of the Company to be held on **Monday, April 27, 2026, at Congress Hall, Transcorp Hilton Hotel, 1 Aguiyi Ironsi Street, Maitama, Abuja at 10.00 am.** This admission card must be produced by the Shareholder in order to gain entrance into the Annual General Meeting.

Name of Shareholder

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Address of Shareholder

____

Number of Shares Held

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Signature