



NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF THE CHAPEL HILL DENHAM NIGERIA INFRASTRUCTURE DEBT FUND

NOTICE IS HEREBY GIVEN that an Extra-Ordinary General Meeting of the Chapel Hill Denham Nigeria Infrastructure Debt Fund (the “**Fund**”) will be held virtually on Wednesday, September 16, 2020 at 10 am to transact the following:

SPECIAL BUSINESS

1. To consider and, if thought fit, pass the following Special Resolution of the Fund:
 - a. that the Amended and Restated Programme Trust Deed of the Fund, reflecting the amendments (approved by the Securities and Exchange Commission), be and is hereby approved; and
 - b. that the Fund Manager and the Joint Trustees be and are hereby authorised to take all necessary steps to give effect to the resolution.

Dated the 24th of August, 2020

BY ORDER OF THE FUND MANAGER



TNP Secretaries Limited
Company Secretary to the Fund Manager
FRC/2014/00000002651

NOTES

Proxy

In view of the current COVID-19 pandemic, Chapel Hill Denham Management Limited (the “**Fund Manager**”) - in consultation with STL Trustees Limited and Stanbic IBTC Trustees Limited (the “**Joint Trustees**”) - has taken a decision to hold the Meeting virtually to ensure the safety of unitholders and minimise the spread of the virus. A Unitholder may attend the meeting either in person or by proxy.

A Unitholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to vote in his/her place. A proxy need not be a unitholder of the Fund. Unitholders may appoint a proxy of their choice or appoint a proxy from the list of the proposed proxies to represent them at the Meeting:

- Mr. Charles Omoera (Representative of the Joint Trustees)
- Mrs. Funmi Ekundayo (Representative of the Joint Trustees)
- Mr. Mobolaji Balogun (Managing Director of the Fund Manager)

A Proxy Form is attached to this notice. All instruments of proxy must be duly executed and deposited at the offices of the Registrar of the Fund, United Securities Limited, Plot 9 Amodu Ojikutu Street, Victoria Island, Lagos and may be forwarded via email to **eforms@unitedsecuritieslimited.com** and **NIDF-IR@chapelhilldenham.com**, not later than 48 hours before the date of the meeting.

Proxy Forms executed by corporate bodies should be affixed with the common seal of the company or under the hand of a duly authorised officer.

Closure of Register

The Register of Unitholder will be closed from September 8 2020 to September 11, 2020 - both days inclusive - for purposes of updating the Register.

Registered Office of the Fund Manager

45 Saka Tinubu Street (2nd Floor), Victoria Island, Lagos.

Right of Unitholders to Ask Questions

Every unitholder has a right to ask questions prior to a meeting. Such questions should be submitted in writing to the Fund Manager not less than a week before the date of the Meeting via the email address: **NIDF-IR@chapelhilldenham.com**.

Change of Address Notification

Unitholders are requested to notify the registrars of any change in residential address, email and mobile numbers.

The Amended and Restated Programme Trust Deed

A review of the Programme Trust Deed of the Fund dated February 7th, 2017 has been undertaken to update language, strengthen the governance, enhance the disclosures, remove outdated provisions and reflect current law and industry/market practices. The proposal to amend the Programme Trust Deed by executing the Amended and Restated Programme Trust Deed has, in line with the provisions of the Investment and Securities Act 2007 ("ISA") and the Programme Trust Deed, been supported by:

- a. a Certificate of Compliance issued by Udo Udoma & Belo-Osagie, confirming that the proposed amendments are in line with the ISA and the Securities and Exchange Commission ("**SEC**") Rules and Regulations;
- b. a Letter of No-Objection issued by the Joint Trustees, certifying that - in their opinion - the amendments to the Programme Trust Deed do not prejudice the interests of the Unitholders and do not operate to release the Joint Trustees or Fund Manager from any responsibility to the Unitholders; and
- c. the SEC's approval to the Amended and Restated Programme Trust Deed.

Schedule of Material Amendments

A schedule of the material amendments providing the material changes to the Programme Trust Deed has been circulated to the Unitholders of the Fund.