



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 72nd Annual General Meeting of the Members of Guinness Nigeria Plc will be held at the Idera Hall of the Raddison Blu Anchorage Hotel located at IA Ozumba Mbadiwe Avenue, Victoria Island, Lagos State on Tuesday, 25th October 2022 at 11.00 o'clock in the forenoon to transact the following businesses:

AGENDA

Ordinary Business

1. To lay the Report of the Directors, the Financial Statements for the year ended 30th June 2022 and the Reports of the Independent Auditors and the Statutory Audit Committee thereon.
2. To declare a dividend.
3. To approve the appointments of Mr. Emmanuel Difom as an executive director; Mr. Dayalan Nayager as a non-executive director and Mrs. Tariye Gbadegesin as an independent non-executive director.
4. To elect/re-elect Directors.
5. To disclose remuneration of Managers of the Company.
6. To authorise Directors to fix the remuneration of the Independent Auditors.
7. To elect members of the Statutory Audit Committee.

Special Business

8. To fix the remuneration of the Directors.
9. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:
 - A. That pursuant to Articles 9 & 50 of the Company's Memorandum and Articles of Association, the Directors be and are hereby authorized to take steps to comply with the requirements of the Companies and Allied Matters Act (CAMA) 2020 and S.124 of the Companies Regulations 2021 in respect of the unissued shares of the Company; by effecting the cancellation of all unissued shares of the Company.
10. Pursuant to the cancellation of the unissued shares of the Company, the Memorandum of Association of the Company be and is hereby amended by:

Guinness Nigeria Headquarters, Cocoa Industries Road (Guinness Road), Ogba, Ikeja Lagos | Telephone +234 (01) 2709100 | www.guinness-nigeria.com | RC 771

Directors: Dr (Mrs.) Omobola Johnson (Board Chair) | Mr Dayalan Nayager (South African) (Vice Chairman) | Mr. Baker Magunda (Ugandan) (Managing Director/CEO) | Mr Emmanuel Difom (Cameroonian) (Finance Director) | Amb. Sunday Dogonyaro, OON | Ms Ngozi Edozien | Mr Leo Breen (British) | Mr. Mark Sandys (British) | Mrs. Oluyemisi Ayeni | Prof. Fabian Ajogwu, SAN | Mrs Tariye Gbadegesin

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Deleting Clause 5 and substituting it with the following new clause:

“That the Share Capital of the Company is ₦1,095,191,409.50 divided into 2,190,382,819 ordinary shares of ₦0.50k (fifty kobo) each.

11. A. That the Directors be and are hereby authorized to enter into and execute any agreements, deeds, notices and any other documents necessary for and or incidental to effecting resolution 9 (A) above.
- B. That the Directors of the Company or any one of them for the time being be and are hereby authorized to appoint such professional parties and advisers and to perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions, including without limitation, complying with directives of any regulatory authority”.

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

“That, in compliance with the rules of the Nigerian Stock Exchange now known as Nigerian Exchange Limited (NGX) governing transactions with related parties or interested persons, the general mandate granted to the Company in respect of all recurrent transactions entered into with a related party or interested person which are of a revenue or trading nature or are necessary for the Company’s day to day operations including but not limited to the procurement of goods and services on normal commercial terms be and is hereby renewed”.

I. **PROXY**

In view of the continuing apprehensions about the menace of the COVID 19 pandemic and reports of other emerging variants of the virus, attendance at the AGM shall only be by proxy following the approval of the Corporate Affairs Commission. All members of the Company entitled to attend and vote are advised to select and appoint from the underlisted proposed Proxies to attend and vote in their stead:

1. Dr. Omobola Johnson
2. Mr. Baker Magunda
3. Prof. Fabian Ajogwu SAN

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4. Ms. Ngozi Edozien
5. Mrs. Bisi Bakare
6. Sir Sunny Nwosu
7. Mr. Nornah Awoh
8. Mr. Patrick Ajudua
9. Dr. Anthony Omojola
10. Hon. Bright Nwabughogu
11. Barr. Adetutu Siyanbola
12. Chief Timothy Adesiyon
13. Mrs. Efunyemi Olatunde Obideyi
14. Mr. Matthew Akinlade
15. Alhaja Sarata Balogun
16. Mrs. Esther Augustine

A form of proxy is enclosed and if it is to be valid for the purposes of the Meeting, it must be completed and deposited at the office of the Registrar, Veritas Registrars Limited, Plot 89A, Ajose Adeogun Street, Victoria Island, Lagos not less than 48 hours before the time for holding the Meeting. The company will bear the cost of stamping duly completed proxy forms submitted within the stipulated timeline.

2. **CLOSURE OF REGISTER**

The Register of Members and Transfer Book will be closed from 26th September 2022 to 30th September 2022 both days inclusive for the purpose of updating the Register of Members.

3. **DIVIDEND PAYMENT**

If the payment of a dividend is approved, it is intended that the payment of the dividend will be made on Wednesday, 26th October 2022 to holders of shares whose names appear on the Register of Members on Friday 23rd September 2022.

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4. **STATUTORY AUDIT COMMITTEE**

In accordance with **Section 404(6) of the Companies and Allied Matters Act, 2020**, a nomination (in writing) by any member or a Shareholder for appointment to the Statutory Audit Committee should reach the Company Secretary at least 21 days before the date of the Annual General Meeting.

5. **UNCLAIMED DIVIDENDS**

Shareholders are hereby informed that some dividend warrants have been returned to the Registrars as unclaimed while some have neither been presented to the Banks for payment nor to the Registrars for revalidation. A list of such unclaimed dividends will be circulated with the Annual Reports and Financial Statements and is also available on our website, www.guinness-nigeria.com.

Affected members are by this notice, advised to contact the Registrars at Veritas Registrars Limited, 89a Ajose Adeogun Street, Victoria Island, Lagos, P.O. Box 75315, Victoria Island or via email at enquiry@veritasregistrars.com.

6. **E-DIVIDEND**

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment. A detachable e-dividend payment mandate and change of address form is attached to the Annual Report to enable shareholders furnish particulars of their bank and CSCS Accounts numbers to the Registrar. The e-dividend payment mandate form is also available on our website - www.guinness-nigeria.com as well as the website of our Registrars www.veritasregistrars.com.

7. **GENERAL MANDATE CIRCULAR**

A circular on the resolution for shareholders' renewal of the general mandate for recurrent transactions with related parties which provides the rationale for the mandate sought is included in the Annual Report and Financial Statements.

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8. RIGHTS OF SECURITIES' HOLDERS TO ASK QUESTIONS

Securities' Holders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such questions must be submitted to the Company Secretary on or before 10th October 2022.

Dated: 27th day of July 2022

By Order of the Board

Rotimi Odusola

Company Secretary

FRC/2016/NBA/00000015186

REGISTERED OFFICE:

**Guinness Nigeria Headquarters
Cocoa Industries Road (Guinness Road), Ogba - Ikeja, Lagos
Private Mail Bag 21071,
Ikeja, Lagos.**

www.guinness-nigeria.com

** Shareholders who are interested in accessing or downloading an electronic copy of the 2022 Annual Report should note that the Annual Report is accessible on www.guinness-nigeria.com and www.veritasregistrars.com .*

The Annual General Meeting will be streamed live for shareholders and relevant stakeholders too as observers. The link will be made available on the Guinness Nigeria website before the date of the meeting.

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