



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 73rd Annual General Meeting of the Members of Guinness Nigeria Plc will be held at the Grand Banquet Hall, Civic Centre, Ozumba Mbadiwe Avenue, Victoria Island, Lagos State on Tuesday, 24th October 2023 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 2023 and the Reports of the Independent Auditors and the Statutory Audit Committee thereon.
2. To approve the appointments of Mr. John Musunga as an executive director; Mrs. Grainne Wafer as a non-executive director and Ms. Joan Hodgins as a non-executive director and Vice Chair of the Board of the Company.
3. To re-elect Directors retiring by rotation.
4. To disclose the remuneration of Managers of the Company.
5. To authorise Directors to fix the remuneration of the Independent Auditors.
6. To elect members of the Statutory Audit Committee.

Special Business

7. To fix the remuneration of the Directors.
8. 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 related parties or interested persons 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”.

Voting by Interested persons:

In line with the provisions of Rule 20.8(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 8 above.

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) | Ms. Joan Hodgins (Irish) (Vice Chair) | Mr. John Musunga (Kenyan) (Managing Director/CEO) | Mr Emmanuel Difom (Cameroonian) (Finance Director) | Amb. Sunday Dogonyaro, OON | Ms. Ngozi Edozien | Mr Leo Breen (British) | Ms. Grainne Wafer (Irish) | Mrs. Oluyemisi Ayeni | Prof. Fabian Ajogwu, SAN | Mrs Tariye Gbadegesin

A subsidiary of DIAGEO PLC



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.

A form of proxy is enclosed and if it is to be valid for the purposes of the Meeting, it must be completed, duly stamped and must be 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.

2. CLOSURE OF REGISTER

The Register of Members and Transfer Book will be closed from 25th September 2023 to 29th September 2023 both days inclusive for the purpose of updating the Register of Members.

3. 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.

4. 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.

5. E-DIVIDEND

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend Guinness Nigeria Headquarters, Cocoa Industries Road (Guinness Road), Ogba, Ikeja Lagos| Telephone +234 (01) 2709100 | www.guinness-nigeria.com | RC 771

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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.

6. **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.

7. **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 9th October 2023.

Dated: 26th day of July 2023

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 2023 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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