



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **70th Annual General Meeting** of the Members of Guinness Nigeria Plc will be held at the Panoramic View Hall, Civic Center, Ozumba Mbadiwe Street, Victoria Island, Lagos on **Tuesday, 20 October 2020 at 11.00 O'clock** in the forenoon to transact the following businesses:

AGENDA

Ordinary Business

1. To receive the Report of the Directors, the Financial Statements for the year ended 30 June 2020 and the Reports of the Independent Auditors and the Statutory Audit Committee thereon.
2. To elect/re-elect Directors.
3. To authorise Directors to fix the remuneration of the Independent Auditors.
4. To elect members of the Statutory Audit Committee.

Special Business

5. To fix the remuneration of the Directors.
6. 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 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”.

NOTES:

1. PROXY

In view of the COVID 19 pandemic, 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. Mr. Babatunde Savage | 7. Sir Sunny Nwosu |
| 2. Mr. Baker Magunda | 8. Mr. Nonah Awoh |
| 3. Dr. Omobola Johnson | 9. Mr. Patrick Ajudua |
| 4. Mrs. Folasade Osho | 10. Chief Timothy Adesiyan |
| 5. Mrs. Bisi Bakare | 11. Mr. Matthew Akinlade |
| 6. Mrs Esther Augustine | 12. Dr. Anthony Omojola |

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.

24 Oba Akran Avenue PMB 21071 Ikeja Nigeria | Telephone +234 (01) 2709100 | www.guinness-nigeria.com | RC 771

Directors: Mr Babatunde Savage, FCA (Chairman) | Mr John O’Keeffe (Irish) (Vice Chairman) | Mr. Baker Magunda (Ugandan) (Managing Director/CEO) | Mr Bismarck Rewane | Mrs Zainab Abdurrahman | Amb. Sunday Dogonyaro, OON | Ms Ngozi Edozien | Dr (Mrs.) Omobola Johnson | Mr Leo Breen (British) | Mr. Mark Sandys (British) | Mr. Stanley Njoroge (Kenyan) | Mrs. Olujemisi Ayeni | Prof. Fabian Ajogwu, SAN

A subsidiary of DIAGEO PLC

2. CLOSURE OF REGISTER

The Register of Members and Transfer Book will be closed from 30 September 2020 to 5 October 2020 both days inclusive for the purpose of updating the Register of Members.

3. STATUTORY AUDIT COMMITTEE

In accordance with Section 359(5) of the Companies and Allied Matters Act cap C20, Laws of the Federation of Nigeria, 2004, 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. E-DIVIDEND

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment where applicable. 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.

5. 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.

6. 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 12 October 2020.

Dated: 26th day of August 2020

By Order of the Board



Rotimi Odusola

Company Secretary

FRC/2016/NBA/00000015186

REGISTERED OFFICE:

The Ikeja Brewery,

Oba Akran Avenue

Private Mail Bag 21071,

Ikeja, Lagos.

www.guinness-nigeria.com