



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 71st Annual General Meeting of the Members of Guinness Nigeria Plc will be held at the Idera Hall of the Raddison Blu Anchorage Hotel located on IA Ozumba Mbadiwe Avenue, Victoria Island, Lagos State on Tuesday, 19th October 2021 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 2021 and the Reports of the Independent Auditors and the Statutory Audit Committee thereon.
2. To declare a dividend.
3. To elect/re-elect Directors.
4. To disclose 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 Group Plc (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 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 are hereby renewed".

I. PROXY

In view of the continuing menace 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

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

Directors: Dr (Mrs.) Omobola Johnson (Board Chair) | Mr John O'Keeffe (Irish) (Vice Chairman) | Mr. Baker Magunda (Ugandan) (Managing Director/CEO) | Mrs Zainab Abdurrahman | Amb. Sunday Dogonyaro, OON | Ms Ngozi Edozien | Mr Leo Breen (British) | Mr. Mark Sandys (British) | | Mrs. Olujemisi Ayeni | Prof. Fabian Ajogwu, SAN

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proposed Proxies to attend and vote in their stead:

1. Dr. Omobola Johnson
2. Mr. Baker Magunda
3. Prof. Fabian Ajogwu SAN
4. Mrs. Zainab Abdurrahman
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 Adesiyani

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 or by email at enquiry@veritasregistrars.com not less than 48 hours before the time for holding the Meeting.

The company will bear the cost of stamping completed proxy forms submitted within the stipulated time.

2. CLOSURE OF REGISTER

The Register of Members and Transfer Book will be closed from 29th September 2021 to 4th October 2021 both days inclusive for the purpose of updating the Register of Members.

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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, 20th October 2021 to holders of shares whose names appear on the Register of Members on 28th September 2021.

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.

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.

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 2021.

Dated: 25th day of August 2021

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

** Shareholders who are interested in accessing or downloading an electronic copy of the 2021 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 as observers. The link will be made available on the Guinness Nigeria website before the date of the meeting.

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