



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 69th Annual General Meeting of the Members of Guinness Nigeria Plc will be held at the Congress Hall, Transcorp Hilton Hotel, FCT Abuja on Wednesday, 23 October 2019 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 2019 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 authorise Directors to fix the remuneration of the Independent Auditors
5. To elect members of the Statutory Audit Committee.

Special Business

6. To fix the remuneration of the Directors.
7. 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

A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not also be a member. 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.

2. CLOSURE OF REGISTER

The Register of Members and Transfer Book will be closed from 23 September 2019 to 27 September 2019 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 Thursday, 24 October 2019 to holders of shares whose names appear on the Register of Members on 20 September 2019.

4. 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.

5. 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.

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 15 October 2019

Dated: 28th day of August 2019

By order of the Board.


ROTIMI ODUSOLA
Company Secretary
FRC/2016/NBA/00000015186

REGISTERED OFFICE

The Ikeja Brewery, Oba Alkran Avenue Private Mail Bag 21071, Ikeja, Lagos.
www.guinness-nigeria.com

PLEASE NOTE

The 2019 Annual Report and Financial Statements can be accessed at www.guinnessnigeria.ng
The AGM will be a business Meeting conducted in accordance with recent Regulatory directives on Gifts