



DRINK RESPONSIBLY 18+



# NOTICE OF EXTRA- ORDINARY GENERAL MEETING





## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Guinness Nigeria Plc ("the Company") will be held at the Ballroom, Lagos Oriental Hotel, 3 Lekki Road, Victoria Island, Lagos on Tuesday, 24 January 2017 at 10.00 o'clock in the forenoon to transact the following business:

### Special Business

1. To consider and if thought fit, approve with or without modification, the following sub-joined resolutions as ordinary resolutions:
  - a. That subject to obtaining the approval of the relevant regulatory authorities, the Directors of the Company be and are hereby authorised to raise up to 40,000,000,000.00 (Forty Billion Naira) by way of Rights Issue, through the issuance of ordinary shares, on such other terms and conditions, as the Directors may deem fit or determine.
  - b. That the Directors of the Company be and are hereby authorised to apply any outstanding convertible loan, shareholder loan or other loan facility due to any person from the Company towards payment for any Rights or shares subscribed for by such person under the Rights Issue.
  - c. That in the event of an under-subscription of any Rights Issue undertaken by the Company, the shareholders hereby waive their pre-emptive rights to any unsubscribed shares under the Rights Issue and the Directors are hereby authorised to issue such shares to interested investors, as far as practicable, on the same terms as the Rights Issue.
  - d. That the Directors of the Company be and are hereby authorised to do all acts and things and to approve, sign and/or execute all documents, appoint such professional parties and advisers, perform all such other acts and do all such other things as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority.
  - e. That all acts carried out by the Directors and Management of the Company hitherto in connection with the above, be and are hereby ratified.

### 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. 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 the 16th day of January 2017.

Dated: 16th day of December 2016

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



## PROXY FORM

Extraordinary General Meeting of the members of Guinness Nigeria Plc to be held at the Ballroom, Lagos Oriental Hotel, 3 Lekki Road, Victoria Island, Lagos on Tuesday, 24 January 2017 at 10.00 o'clock in the forenoon

I/We\*

Being a member/members of Guinness Nigeria Plc, hereby appoint

or failing him, Mr. B.A. Savage, or failing him Mr. Peter Ndegwa or failing him Mr. R.J. O'Keeffe as my /our proxy to act and vote for me/us and on my/our behalf at the Extraordinary General meeting of the Company to be held on Tuesday, 24 January 2017 and at any adjournment thereof.

Dated this ..... day of ..... 2017

Shareholder's signature .....

\*Delete as necessary

1. A member (shareholder) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy in his stead. All proxies should be deposited at the Registered Office not less than 48 hours before the time of holding the Meeting.
2. In the case of joint shareholders, any of such may complete the form, but the names of all joint shareholders must be stated.
3. If the Shareholder is a corporation, this form must be under its common seal or under the hand of an officer or attorney duly authorised.
4. Provision has been made on this form for some Directors of the Company to act as your proxy, but if you wish, you may insert in the blank spaces on the form (marked \*) the name of the person whether a member of the Company or not, who will attend the Meeting and vote on your behalf instead of any of the Directors. The proxy must produce the Admission Card sent with the Notice of the Meeting to obtain entrance to the meeting.

RESOLUTION	NUMBER OF SHARES	
	FOR	AGAINST
Ordinary Resolutions: 1. a. To Authorise the Directors of the Company to raise up to N40,000,000,000.00 by way of Rights Issue		
b. To Authorise the Directors of the Company to apply any outstanding loan facilities towards payment of Rights Issue.		
c. Waiver of pre-emptive right of shareholders to any unsubscribed shares and authority for Directors to issue such shares to interested investors		
d. To Authorise Directors to perform all such acts necessary to give effect to the above resolutions		
e. To Ratify all acts carried out by the Directors and Management of the Company hitherto in connection with the above.		
Please indicate with an "X" in the appropriate box how you wish your votes to be cast on the resolution set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.		

### PLEASE ADMIT

To the Extraordinary General Meeting of Guinness Nigeria Plc which will be held at the Ballroom, Lagos Oriental Hotel, 3 Lekki Street, Victoria Island Lagos on Tuesday, 24 January 2017.

This admission card must be produced by the Shareholder or his proxy in order to obtain entrance to the Extraordinary General Meeting.

**Rotimi Odusola**  
Company Secretary

### ADMISSION CARD

Name of Shareholder

Address of Shareholder

Number of Shares Held

