



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 74th Annual General Meeting of PZ Cussons Nigeria Plc will be held at the Transcorp Hilton, FCT, Abuja, on **Wednesday 25 January 2023** at 11.00 am for the following purposes:

ORDINARY BUSINESS

1. To lay before members the Report of the Directors, the Audited Financial Statements for the year ended 31 May 2022, the Reports of the Directors, Independent Auditors and the Audit Committee.
2. To declare a dividend.
3. To elect/re-elect Directors.
4. To authorise the Directors to fix the remuneration of the Auditors.
5. To elect members of the Audit Committee.
6. To disclose the remuneration of Managers.

SPECIAL BUSINESS

7. To approve the remuneration of the Directors.
8. To consider, and if thought fit, to pass the following resolutions as special resolutions:
 - a. *That, in compliance with the requirements of Section 124 (2) of the Companies and Allied Matters Act 2020 and the Companies Regulations, 2021 and pursuant to Clause 3 of the Company's Articles of Association, the share capital of the company be diminished from N4,000,000,000 divided into 8,000,000,000 ordinary shares of 50 kobo each to N3,970,477,045 divided into 7,940,954,090 ordinary shares of 50 kobo each by cancelling 59,522,955 unissued ordinary shares of 50 kobo each.*
 - b. *That pursuant to the above resolution, Clause 4 of the Memorandum of Association of the Company and Clause 3 of the Articles of Association be amended to reflect the new share Capital of the Company after the cancellation of the unissued shares as follows:*

The Share Capital of the Company is N3,970,477,045 (Three Billion, Nine Hundred and Seventy Million, Four Hundred and Seventy-Seven Thousand and Forty-Five Naira) divided into 7,940,954,090 (Seven Billion, Nine Hundred and Forty Million, Nine Hundred and Fifty- Four Thousand and Ninety) ordinary shares of 50 kobo each.
 - c. *That the Directors be and are hereby authorized to enter into and execute any agreements, deeds, notices, or any other documents, and to perform all acts and to do all such other things necessary for or incidental to giving effect to the Resolution(s) above, including without limitation, appointing such professional parties, consultants and advisers and complying with the directives of the regulatory authorities.*
9. To consider and pass the following resolution as an ordinary resolution:

"That the general mandate given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, including the procurement of goods and services, on normal commercial terms, in compliance with the NGX Rules Governing Transactions with Related Parties or Interested Persons, be and is hereby renewed".

Dated this 15th day of December 2022

By Order of the Board

Jacqueline Ezeokwelum
Company Secretary
FRC/2015/NBA/00000020208
PZ Cussons Nigeria PLC
45/47, Town Planning Way,
Ilupeju Industrial Estate Lagos

www.pzcussons.com

NOTES

Proxy

A member of the Company entitled to attend and vote at the Meeting is eligible to appoint a Proxy to attend and vote in his/her place and such Proxy needs not be a member of the Company. A Proxy Form is enclosed. All instruments of proxy must be deposited at the registered office of the Company at **45/47, Town Planning Way, Ilupeju, Lagos, Nigeria**, or submitted via email to **info@firstregistrarsnigeria.com**, or deposited at the office of the Registrars, First Registrars & Investors Services Limited, No. 2 Abebe Village Road, Iganmu, Lagos, Nigeria not later than 48 hours before the time fixed for the meeting.

Closure of Register

i. Qualification

Members whose names appear in the Register of Members at the close of business on 06 January 2023 shall be qualified to receive dividends.

ii. Closure of Register

The Register of Members and Transfer Books of the Company will be closed from 09 January to 13 January 2023 (both dates inclusive) for the purpose of preparing an up-to-date Register of Members

iii. Payment of Dividend

If the dividend of One Naira and One kobo (N1.01) Kobo per share recommended by Directors is approved by members at the 74th Annual General Meeting, the dividend payments will be made on 26 January 2023 to Members whose names appear in the Register of Members at the close of business on 06 January 2023.

Nominations for the Audit Committee

The Audit Committee consists of three Shareholders and two Directors. In accordance with Section 404 (6) of the Companies and Allied Matters Act, 2020, any member may nominate a Shareholder as a member of the Committee by giving notice in writing of such nomination to reach the Company Secretary at least 21 days before the Annual General Meeting. Members are also advised to ensure that the nomination to the Statutory Audit Committee is supported by the Curriculum Vitae of the nominees. In line with the provisions of the Companies and Allied Matters Act 2020, all members of the Audit Committee should be financially literate and at least one member should be a member of a professional accounting body in Nigeria established by an Act of the National Assembly and be knowledgeable in the internal control process.

Unclaimed Dividend Warrants and Share Certificates

Shareholders are hereby informed that several dividend warrants and share certificates remain unclaimed. Some dividend warrants have not been presented to the bank for payment or to the Registrar for revalidation. A list of such members has been circulated with the Annual Report. Affected members are advised to contact the Registrars.

E-dividend/Bonus

Pursuant to the directive of the Securities and Exchange Commission, members are hereby advised to open bank accounts, stock broking accounts and CSCS accounts for the purpose of the payment of e-dividend/bonus. Relevant forms are attached to this Annual Report for completion to furnish the particulars of these accounts to the Registrar.

Rights of Shareholders to Ask Questions

Pursuant to Rule 19.12(c) of Nigerian Exchange Limited Rulebook 2015, shareholders have the right to ask questions not only at the Meeting, but also in writing prior to the Meeting and such questions shall be submitted to the Company Secretary not later than two weeks before the date of the Meeting.