



# TOTAL NIGERIA PLC

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 43<sup>rd</sup> Annual General Meeting of **TOTAL NIGERIA PLC** will hold at **The Grand Banquet Hall, Civic Centre**, Ozumba Mbadiwe Street, Victoria Island, Lagos on **Thursday the 17<sup>th</sup> June 2021 at 11.00 a.m.** to transact the following:

### ORDINARY BUSINESS:

1. To lay before Members for approval, the Financial Statements for the year ended 31<sup>st</sup> December 2020 and receive the Reports of the Directors, Auditors and Audit Committee thereon;
2. To declare a dividend;
3. To re-elect Directors;
4. To appoint Directors;
5. To disclose the remuneration of Managers of the Company;
6. To authorize the Directors to fix the remuneration of the External Auditors; and
7. To elect members of the Audit Committee.

### SPECIAL BUSINESS:

1. To fix the remuneration of the Directors; and
2. To renew the general mandate for related party transactions.

### NOTES:

#### I. COMPLIANCE WITH GOVERNMENT DIRECTIVES ON COVID-19 AND RELATED GUIDELINES

Due to the COVID-19 pandemic, the restrictions on gatherings and social distancing and the need to comply with the directives, regulations of the measures issued by the Federal Government of Nigeria, the National Centre for Disease Control and the Lagos State Government, the Corporate Affairs Commission (CAC) has approved that Annual General Meetings (AGM) should hold in accordance with the CAC's "Guidelines on Holding of Annual General Meetings (AGM) of Public Companies Using Proxies". The meeting will hold in accordance with the aforementioned directives and regulations.

#### II. PROXY

A member of the Company entitled to attend and vote at the meeting who is unable to attend the meeting and wishes to be represented at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the Company.

For the appointment to be valid for the purposes of the Meeting, the duly completed proxy forms must be deposited at the office of the Registrars, Cardinalstone Registrars Limited, 335- 337 Herbert Macaulay Way, Yaba, Lagos or sent by e-mail to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com) not later than 48 hours before the time for holding the meeting. A blank Proxy Form is included in the 2020 Annual Report & Accounts, which will also be available on the Company's website [www.total.com.ng](http://www.total.com.ng) and that of the Registrars, [www.cardinalstoneregistrars.com](http://www.cardinalstoneregistrars.com).

- III. CLOSURE OF REGISTER AND TRANSFER BOOKS**  
Notice was given and the Register of Members and Transfer Books of the Company was closed from Monday, the 19<sup>th</sup> of April, 2021 to Friday, the 23<sup>rd</sup> of April, 2021 both days inclusive for the purpose of preparing an up-to date Register of Members.
- IV. PAYMENT OF DIVIDEND**  
If the payment of a dividend is approved and declared by members at the Annual General Meeting, the dividend and the dividend will become payable on Friday 18<sup>th</sup> June, 2021 to shareholders whose names are registered in the Company's Register of Members as at close of business on Friday 16<sup>th</sup> April, 2021.
- V. BIOGRAPHICAL DETAILS OF DIRECTORS**  
The biographical details of the Directors standing for re-election are provided in the 2020 Annual report and posted on the Company's website [www.total.com.ng](http://www.total.com.ng)
- VI. BIO NOMINATION OF MEMBERS OF THE STATUTORY AUDIT COMMITTEE**  
Pursuant to Section 404 (6) of the Companies and Allied Matters Act (CAMA), 2020 any member may nominate a shareholder for election as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. Nominees to the Statutory Audit Committee must be compliant with the laws, rules and regulations guiding listed companies in Nigeria.
- VII. SHAREHOLDERS RIGHT TO ASK QUESTIONS**  
Shareholders 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 not later than the 10<sup>th</sup> day of June, 2021.
- VIII. UNCLAIMED DIVIDEND WARRANTS AND SHARE CERTIFICATES**  
Shareholders are hereby informed that some dividends have remained unclaimed and returned to the Registrar. The list of all unclaimed dividends will be circulated to all Shareholders and they are advised to contact the Registrar, Cardinalstone Registrars Limited, 335- 337 Herbert Macaulay Way, Yaba, Lagos or via the e-mail address, [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com) to resolve any issue they may have with claiming the dividends.
- IX. e-DIVIDEND**  
Shareholders who are yet to complete the e-Dividend Form or who need to update their records and relevant bank accounts are urged to complete the e-Dividend Form which can be detached/downloaded from the Annual Report and Accounts as well as from the website of the Company, [www.total.com.ng](http://www.total.com.ng) or that of the Registrar, [www.cardinalstoneregistrars.com](http://www.cardinalstoneregistrars.com). The duly completed form should be returned to Cardinalstone Registrars Limited, 335- 337 Herbert Macaulay Way, Yaba, Lagos
- X. e-REPORT**  
Electronic versions of the 2020 Annual Report and Accounts are available online for viewing and download via the Company's website, [www.total.com.ng](http://www.total.com.ng) and that of the Registrar, [www.cardinalstoneregistrars.com](http://www.cardinalstoneregistrars.com). In order to improve delivery of our Annual Reports, we have inserted a detachable form to the Annual Report and are requesting shareholders who wish to receive the Annual Report in an electronic format to complete and return the form to the Registrars or Company Secretary for further processing.
- XI. LIVE STREAMING OF THE ANNUAL GENERAL MEETING**  
The AGM will be streamed live. This will enable Shareholders and other relevant Stakeholders who will not be attending the meeting physically to also be part of the proceedings. The link for the live streaming will be made available on the Company's website: [www.total.com.ng](http://www.total.com.ng).

**XII. SEC RULE ON COMPLAINTS MANAGEMENT FRAMEWORK**

Please note that the Securities and Exchange Commission rule No. 10 (a) enjoins shareholders who have complaints to use the electronic complaints register on the website of the company at [www.total.com.ng](http://www.total.com.ng) to register their complaints. This will enable the company handle complaints from shareholders' in a timely, effective, fair and consistent manner.

**XIII. SPECIAL BUSINESS**

The CAC has approved that matters under special business be tabled at the AGM

**BY ORDER OF THE BOARD**

A handwritten signature in blue ink, appearing to read "O. A. Popoola-Mordi".

**OLUBUNMI POPOOLA-MORDI FCIS**

Company Secretary

FRC/2013/ICSAN/00000002042

**Dated this 24<sup>th</sup> day of March, 2021**