

**TOTAL NIGERIA PLC**  
**RC.1396**

**Lagos, 23 June 2021**

**RESOLUTIONS PASSED AT THE 43<sup>RD</sup> ANNUAL GENERAL MEETING OF TOTAL NIGERIA PLC HELD AT 11.00 A.M. ON THURSDAY, 17<sup>TH</sup> JUNE, 2021 AT THE PANORAMIC HALL, THE CIVIC CENTRE, OZUMBA MBADIWE AVENUE, VICTORIA ISLAND, LAGOS, NIGERIA**

The following Resolutions were passed at the Annual General Meeting of Total Nigeria Plc (the Company):

<b><u>ORDINARY BUSINESS:</u></b>	<b>ITEM</b>	<b>RESOLUTION</b>
1.	<b>DIVIDEND PAYMENT</b>	It was resolved that a dividend of <b>₦6.08 (Six Naira, Eight Kobo)</b> per share as recommended by the directors be and is hereby payable on <b>Friday 18<sup>th</sup> June, 2021</b> to all holders of ordinary shares whose names appear in the Register of Members at close of business on the 16 <sup>th</sup> of April, 2021 subject to deduction of withholding tax at the rate applicable on the date of payment.
2.	<b>RE-ELECTION OF DIRECTORS</b>	It was resolved that Mr. Stanislas Mittelman being a director retiring by rotation and being eligible, offering himself for re-election be re-elected as a Director of the Company.

**TOTAL NIGERIA PLC**

4 Churchgate Street, Victoria Island Lagos  
P. M. B. 2143, Lagos, Nigeria  
Tel: +234 (0) 1 4617041-2; 4631681-5  
Fax: +234 (0) 1 4610544, 4617046

**DIRECTORS:** Mr. S. Mittelman (French) Chairman, Mr. I. Barry (Guinean) Managing Director, Mrs. L. Baxter-Green (British) Executive Director, Ms. T. Ibru, Engr. R. Sirajo, Dr. J. E. Nnamani, Mr. A Adotevi (Dutch), Mrs. L. Badaire (French).

	<b>RE-ELECTION OF DIRECTORS</b>	<p>It was resolved that Mrs. Lesley Baxter-Green being a director retiring by rotation and being eligible, offering herself for re-election be re-elected as a Director of the Company.</p> <p>It was resolved that Mr. Alexander Adotevi being a director retiring by rotation and being eligible, offering himself for re-election be re-elected as a Director of the Company</p>
3.	<b>REMUNERATION OF THE AUDITORS</b>	It was resolved that the remuneration and expenses for the Company's Auditors, KPMG for the year 2021, be fixed by the Directors.
4.	<b>ELECTION OF STATUTORY AUDIT COMMITTEE MEMBERS</b>	It was resolved that Chief T.A. Adesiyan, Mr. C. Achara and Mr. K.A. Taiwo having been duly elected, represent Shareholders on the Statutory Audit Committee until the next Annual General Meeting and that Ms. T. Ibru and Engr. Rufai' Sirajo represent the Directors on the Statutory Audit Committee until the next Annual General Meeting.
<b><u>SPECIAL BUSINESS</u></b>		
1.	<b>REMUNERATION OF DIRECTORS</b>	It was resolved that the remuneration of the Non-Executive Directors in respect of the Year 2021 be and was approved.
2.	<b>RELATED PARTY TRANSACTION</b>	It was resolved that That, subject to the post-listing rules of the Nigerian Exchange Limited (namely, the Rules Governing Transactions with Related Parties or Interested Persons), a General Mandate be and is hereby given for the Company to enter into recurrent related party or interested party transactions provided such transactions are of

		a revenue or trading nature or are necessary for the Company's day to day operations; and that the Directors be and are hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the transactions as authorized by this Ordinary Resolution.
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*O. A. Popoola Mordi*

**BUNMI POPOOLA-MORDI**  
**Company Secretary (Executive General Manager)**