



Cadbury Nigeria Plc

RC 4151

(A Part of the Mondelez International Family of Companies)

Lateef Jakande Road, Agidingbi
P.O. Box 164, Ikeja, Lagos.
t +234(1)2717777
w www.Cadburynigeria.com

Cocoa Processing Plant
Kilometre 5 Ondo/Akure Road,
P.M.B. 565 Ondo
Ondo State.

NOTICE CONVENING THE 59TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 59th Annual General Meeting of Members of Cadbury Nigeria Plc. will be held virtually via, <https://linktr.ee/cadburyagm2024> on Wednesday, 5th June 2024 at 10:00 am to transact the following business:

ORDINARY BUSINESS

- 1) To lay before the meeting, the Audited Financial Statements of the Company for the year ended 31 December 2023, the Report of the Directors, together with the reports of the Auditors and the Audit Committee thereon.
- 2) To disclose the remuneration of Managers of the company
- 4) To elect/re-elect Directors.
- 5) To authorise the Directors to fix the remuneration of the independent Auditors.
- 6) To elect members of the Audit Committee.

SPECIAL BUSINESS

7) To consider and if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

- a) **“That**, subject to the provisions of the Rules of Nigerian Exchange Limited (NGX), namely, The Rules Governing Transactions with Related Parties or Interested Persons, a General Mandate be and is hereby renewed for the Company to enter into recurrent related party transactions 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.

No Voting by Interested Persons:

In line with the provisions of Rule 20.8(c) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 7 (a) above.

- b) That the Directors be and are hereby authorised 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 authorised by this Ordinary Resolution.
- 8) To Approve the Directors Remuneration.



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NOTES

Proxies

A member of the Company entitled to attend, and vote is entitled to appoint a proxy instead of him/her. A proxy need not also be a member. A Proxy Form is attached to the Annual Report. All instruments of proxy should be completed and deposited at the office of the Company's Registrar, First Registrars & Investor Services Ltd, Plot 2, Abebe Village Road, Iganmu, Lagos (please include the email of the Registrars), NOT LATER than forty-eight (48) hours prior to the meeting. The cost of stamping the proxy will be borne by the Company.

Closure of Register

In accordance with Section 114 of Companies & Allied Matters Act (CAMA) 2020, please note that the Register of Members and Transfer book will be closed from 13th May 2024 to 17th May 2024 (both days inclusive) for the purpose of updating the Register of Members.

Unclaimed Dividend

Shareholders are hereby informed that some dividend has been returned to the Registrars as unclaimed, while some have neither been presented for payment nor to the Registrars for revalidation. Affected members are by this Notice advised to contact the Registrars, First Registrars & Investor Services Limited, Plot2, Abebe Village Road, Iganmu, Lagos, for resolution.

Election of the Audit Committee

In accordance with section 404 (6) of the Companies and Allied Matters Act, Cap. Cap.A320, Laws of the Federation of Nigeria 2020, any member or shareholder may nominate another shareholder as a member of the Audit Committee by giving written notice of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. Section 404(5) of the Companies and Allied Matters Act 2020 provides that all the members of the Audit Committee shall be financially literate and at least one (1) member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. The Code of Corporate issued by the Financial Reporting Council of Nigeria also provides that members of the Audit Committee should be financially literate and able to read and interpret financial statements. In view of the same, we therefore request that nominations be accompanied by a copy of the nominees' Curriculum Vitae.

E-dividend mandate

Shareholders are kindly requested to update their records and advise First Registrars & Investor Services Limited of their updated records and relevant bank accounts for payment of their dividends. Detachable forms in respect of mandate for e-dividend payment, and shareholder data update are attached to the Annual Report for convenience. The forms can be downloaded from First Registrars & Investor Services Limited's website at www.firstregistrarsnigeria.com. The duly



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completed form should be delivered to First Registrars & Investor Services Limited, No 2, Abebe Village Road, Iganmu, Lagos.

Rights of Shareholders to Ask Questions

Pursuant to Rule 19.12 (c) of the Nigerian Exchange Limited's Rulebook 2015, please note that it is the right of every Shareholder to ask questions not only at the meeting but also in writing prior to the meeting. We urge that such questions be submitted to the Office of the Company Secretary not later than (one week) before the date of the meeting.

Electronic Information

Relevant documents in connection with the meeting are available to all shareholders from the date of this notice on the company's website www.cadburynigeria.com

Virtual Meeting Link/Live Streaming of AGM

Further to the signing into law of the Business Facilitation (miscellaneous Provisions) Act, which allows public companies to hold meetings electronically. This AGM will be held virtually. The virtual link for the AGM is <https://linktr.ee/cadburyagm2024> The AGM will also be streamed live online. This will enable shareholders and other stakeholders to follow the proceedings. The link for the AGM live streaming will also be made available on the Company's website at www.cadburynigeria.com

Dated this 28th day of March 2024.

By Order of the Board,

Fola Akande
Company Secretary
FRC/2013/NBA/00000001060

Registered Office
Cadbury Nigeria Plc,
Lateef Jakande Road,
Agidingbi, Ikeja, Lagos

PROXY FORM

CADBURY NIGERIA PLC
59th VIRTUAL ANNUAL GENERAL MEETING TO BE HELD
AT 10.00AM ON WEDNESDAY 5 JUNE 2024

RESOLUTIONS	FOR	AGAINST
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ORDINARY BUSINESS		
To disclose the remuneration of the Managers of the Company		
To elect the following Director: Ms. Bunmi Lawson		
To re-elect the following Directors retiring by rotation:		
Mrs. Kofo Akinkugbe		
Mrs. Ibukun Awosika		
To elect members of the Audit Committee		
SPECIAL BUSINESS		
To renew The General Mandate of the company to enter into recurrent transactions with related parties for day-to-day operations: a) "That, subject to the issued provisions of the Nigerian Exchange Ltd (NGX), namely, The Rules Governing Transactions with Related Parties or Interested Persons, a General Mandate be and is hereby renewed for the Company to enter into recurrent related party transactions 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. b) 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		
To approve the remuneration of the Directors		
Please indicate with 'X' in the appropriate space how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.		

I/We
being a member/members of Cadbury Nigeria Plc
hereby appoint **
..... Or failing him/her the
Chairman of the meeting as my/our proxy to act



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and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 5th June 2024 and at any adjournment thereof.

Dated this Day of 2024

Shareholder's Signature

Notes:

Please sign the above proxy form and post it, so as to reach the address of the Registrars, First Registrars & Investors Ltd, Plot 2, Abebe Village, Iganmu, Lagos overleaf not later than 48 hours before the time for holding the Meeting. If executed by a company, the proxy form should be sealed with the company's common seal.

The name of the Shareholder must be written in BLOCK CAPITALS on the proxy form where marked. Following the normal practice, the Chairman of the Meeting has been entered on the form to ensure that someone will be at the Meeting to act as your proxy, but if you wish, you may insert in the blank space on the form (marked **) the name of any of the listed proxies in the Notice of Annual General Meeting, who will attend the Meeting and vote on your behalf instead of the Chairman.

A member (Shareholder) who is unable to attend the Annual General Meeting is allowed by law to vote on a poll by proxy. The above form has been prepared to enable you to exercise your right to vote, in case you cannot personally attend the Meeting.

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