



## GUINNESS NIGERIA PLC

### UPDATED NOTICE OF THE 74TH ANNUAL GENERAL MEETING OF THE MEMBERS OF GUINNESS NIGERIA PLC

Pursuant to the Notice of 74<sup>th</sup> Annual General Meeting of the Members of Guinness Nigeria Plc dated 25 July, 2024 earlier circulated to Members, **Updated Notice** is hereby given that the 74<sup>th</sup> Annual General Meeting of the Members of Guinness Nigeria Plc will be held at the Grand Banquet Hall, Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos State on Wednesday, 23<sup>rd</sup> October 2024 at 11.00 o'clock in the forenoon to transact the following businesses:

#### AGENDA

##### Ordinary Business

1. To lay the Report of the Directors, the Financial Statements for the year ended 30<sup>th</sup> June 2024 and the Reports of the Independent Auditors and the Statutory Audit Committee thereon.
2. To elect/re-elect Directors.
  - i. To elect the following Directors who were appointed since the last Annual General Meeting:
    - a. Mr. Girish Sharma as an Executive Director of the Company
    - b. Mrs. Vivien Shobo as an Independent Non-Executive Director of the Company
    - c. Mr. Harkishin Aswani as a Non-Executive Director of the Company
    - d. Mr. Deepak Singhal as a Non-Executive Director of the Company
    - e. Mr John Musunga as a Non-Executive Director of the Company

Directors a, c, d and e having been nominated further to a notice dated 2 October 2024 delivered to the Company by N Seven Nigeria Limited for election of Mr. Harkishin Aswani, Mr Girish Sharma, Mr Deepak Singhal and Mr John Musunga Directors of the Company
  - ii. To re-elect the Director retiring by rotation – Prof Fabian Ajogwu, SAN
3. To disclose the remuneration of the Managers of the Company.
4. To authorise the Directors to fix the remuneration of the Independent Auditors.
5. To elect members of the Statutory Audit Committee.

##### Special Business By Ordinary Resolution

6. To fix the remuneration of the Directors.

To consider and if thought fit, to pass the following as ordinary resolution:  
“That the remuneration of the Non-Executive Directors of Guinness Nigeria Plc for the year ending 30<sup>th</sup> June, 2025 be and is hereby fixed at N150,509,076 million (One Hundred & Fifty Million, Five Hundred and Nine Thousand, Seventy-six Naira) only as Directors remuneration’

Guinness Nigeria Headquarters, Cocoa Industries Road (Guinness Road), Ogba, Ikeja Lagos | Telephone +234 (01) 2709100 | [www.guinness-nigeria.com](http://www.guinness-nigeria.com) | RC 771

Directors: Dr (Mrs.) Omobola Johnson (Board Chair) | Mr Harkishin Aswani (Singaporean) (Vice Chair) | Mr. Girish Sharma (Indian) (Managing Director) | Mr Emmanuel Difom (Cameroonian) (Finance Director) | Prof Fabian Ajogwu, SAN | Ms. Ngozi Edozien | Mr Deepak Singhal (Indian) | Mr John Musunga (Kenyan) | Mrs. Vivien Shobo



\* Please note that there is no change from previous year

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:
- “That, in compliance with the rules of the Nigerian Exchange Limited (NGX) governing transactions with related parties or interested persons, the general mandate granted to the Company in respect of all recurrent transactions entered into with a related party or interested person which are of a revenue or trading nature or are necessary for the Company’s day to day operations including but not limited to the procurement of goods and services, financing and other incidental transactions on normal commercial terms be and is hereby renewed up to the date of the next Annual General Meeting”.

### Special Business By Special Resolution

8. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:
- That the Articles of Association of the Company be amended by
- I) The insertion of a new **56** to read as follows:  
**‘Time & Place of Meeting**  
The annual general meeting shall be held in such manner, at such time and place as the Directors shall appoint including virtually or by any other electronic means.’
  - II) The insertion of a new **59.1** to read as follows:  
Notice of every General Meeting shall be given in any legal manner (including and without limitation to any mail, publication, physical or electronic means) to:’

### NOTES:

#### 1. PROXY

Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.

A form of proxy is enclosed and if it is to be valid for the purposes of the Meeting, it must be completed, duly stamped and must be 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. CLOSURE OF REGISTER

The Register of Members and Transfer Book will be closed from 23<sup>rd</sup> September 2024 to 27<sup>th</sup> September 2024, both days inclusive for the purpose of updating the Register of Members.

#### 3. STATUTORY AUDIT COMMITTEE

In accordance with **Section 404(6) of the Companies and Allied Matters Act, 2020**, a nomination (in writing) by any member or a Shareholder for appointment to the Statutory

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Audit Committee should reach the Company Secretary at least 21 days before the date of the Annual General Meeting.

**4. UNCLAIMED DIVIDENDS**

Shareholders are hereby informed that some dividends have been returned to the Registrars as unclaimed while some have neither been presented to the Banks for payment nor to the Registrars for revalidation. A list of such unclaimed dividends will be circulated with the Annual Reports and Financial Statements and is also available on our website, [www.guinness-nigeria.com](http://www.guinness-nigeria.com).

Affected members are by this notice, advised to contact the Registrars at Veritas Registrars Limited, 89a Ajose Adeogun Street, Victoria Island, Lagos, P.O. Box 75315, Victoria Island or via email at [enquiry@veritasregistrars.com](mailto:enquiry@veritasregistrars.com).

**5. E-DIVIDEND**

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment. A detachable e-dividend payment mandate and change of address form is attached to the Annual Report to enable shareholders furnish particulars of their bank and CSCS Accounts numbers to the Registrar. The e-dividend payment mandate form is also available on our website - [www.guinness-nigeria.com](http://www.guinness-nigeria.com) as well as the website of our Registrars [www.veritasregistrars.com](http://www.veritasregistrars.com).

**6. GENERAL MANDATE CIRCULAR**

A circular on the resolution for shareholders' renewal of the general mandate for recurrent transactions with related parties which provides the rationale for the mandate sought is included in the Annual Report and Financial Statements. In line with Rule 20.8(c)(8) of the Nigerian Exchange Limited Rules Governing Related Party Transactions, interested parties shall ensure that their proxies, representatives and associates abstain from voting on the Resolution relating to the General Mandate.

**7. 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 7<sup>th</sup> October 2024.

**8. ADDITIONAL DIRECTORS FOR ELECTION**

Messrs. Harkishin Aswani, Girish Sharma, Deepak Singhal, and John Musunga were, by virtue of a resolution of the Board of Directors (the "Board") of Guinness Nigeria plc (the "Company") appointed to fill casual vacancies on the Board caused by the resignation of Joan Hodgins, Adebayo Alli, Grainne Waifer and Leo Breen following completion of transfer of majority shares in Guinness Nigeria Plc. on 30<sup>th</sup> September, 2024.

Pursuant to Section 285 (4) of the Companies and Allied Matters Act, 2020 and Article 97.2 of the Articles of Association of the Company, N Seven Nigeria Limited, being a

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member duly qualified to attend and vote at the 74th AGM has given notice of its intention to propose Messrs. Harkishin Aswani, Girish Sharma, Deepak Singhal and John Musunga for election to continue in office as directors of the Company at the 74th AGM.

Pursuant to the said Section 285 (4) of the Companies and Allied Matters Act, 2020 and Article 97.2 of the Articles of Association of the Company, Messrs. Harkishin Aswani; Girish Sharma; Deepak Singhal and John Musunga have confirmed their interest and willingness to be considered for election as directors at the 74th AGM.

**9. Profile of Directors Standing for Election/re-election**

The profiles of the Directors standing for election/re-election are contained in the Annual Report and on the website of the Company.

**Dated: 3<sup>rd</sup> day of October 2024**

**By Order of the Board**

**ABIDEMI ADEMOLA  
COMPANY SECRETARY  
FRC/2013/PRO/NBA/004/00000001646**

**REGISTERED OFFICE:  
Guinness Nigeria Plc Headquarters  
Cocoa Industries Road (Guinness Road), Ogba - Ikeja, Lagos  
Private Mail Bag 21071,  
Ikeja, Lagos.  
[www.guinness-nigeria.com](http://www.guinness-nigeria.com)**

*\* Shareholders who are interested in accessing or downloading an electronic copy of the 2024 Annual Report should note that the Annual Report is accessible on [www.guinness-nigeria.com](http://www.guinness-nigeria.com) and [www.veritasregistrars.com](http://www.veritasregistrars.com).*

*The Annual General Meeting will be streamed live for shareholders and relevant stakeholders too as observers. The link will be made available on the Guinness Nigeria website before the date of the meeting.*

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