



R.C. 509,201

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of **MCNICHOLS CONSOLIDATED PLC** will be held at Excellence Hotel, Ogba, Ikeja, Lagos, on Thursday, 17th July, 2014 at 11.00 a.m., to transact the following businesses:-

A. ORDINARY BUSINESS:

1. To lay before the meeting, the Report of the Directors and the Statement of Financial Position as at 31st December 2013, together with the Statement of Comprehensive Income for the year ended on that date and the Reports of the Auditors and the Audit Committee thereon.
2. To declare a dividend.
3. To re-elect retiring Directors.
4. To authorise the Directors to fix the remuneration of the Auditors.
5. To elect members of the Audit Committee in accordance with Section 359(4) & (5) of the Companies and Allied Matters Act, CAP C20 LFN 2004.

B. SPECIAL BUSINESS

6. To approve the remuneration of Directors.
7. To consider and if thought fit, to pass the following as Special Resolution:

That the Company's Articles of Association be altered thus:-

“That Article 162 of the Company's Articles of Association be and is hereby amended by deleting the current Article 162 and substituting in its place the following:

‘The Statement of Financial Position shall be signed by two Directors and Statement of Comprehensive Income and the auditors’ report shall be attached thereto. A copy of such Statement of Financial Position and the Statement of Comprehensive Income together with a copy of the directors’ report, the auditors’ report, the audit committee’s report and every other document required by law to be annexed thereto, be produced and distributed in electronic format or printed copy (either in printed or compact disk or other electronic format) shall be sent to every Member of the Company; all those entitled to receive the annual report of whose address the Company is aware and other persons entitled to them by law and shall be published on the Company’s website at least twenty-one days before the meeting at which the same are to be laid before the Members of the Company and required copies of every such document shall at the same time be sent to the Director-General of the Nigerian Stock Exchange’.”

PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote in his/her stead. A proxy form is attached. If it is to be valid, for the purpose of the Meeting, it must be completed and deposited at the Registered Office of the Company, 7 Jemina Laolu Street, Arepo, KM 32, Lagos Ibadan Expressway or the office of the Registrars, United Securities, 10, Amodu Ojikutu Street, Victoria Island, Lagos, not later than 48 hours before the time for holding the meeting. A proxy need not be a member.

DIVIDEND WARRANTS AND CLOSURE OF REGISTER OF MEMBERS

If the Dividend recommended by the Directors is approved, dividend warrants will be posted on Friday, 25 July 2014 to the shareholders whose names are registered in the Company's Register of Members at the close of business on Thursday, 17 April 2014.

NOMINATION OF AUDIT COMMITTEE

In accordance with Section 359 (5) of the Companies & Allied Matters Act Cap C20. Laws of the Federation of Nigeria 2004, any shareholder may nominate another shareholder for appointment to the Audit Committee. All nominations, made in writing, should reach the Company Secretary at least 21 days before the time for holding the Annual General Meeting.

E-DIVIDEND/BONUS

Notice is hereby given to all shareholders to open bank accounts, stock broking accounts and CSCS accounts for the purpose of dividend/bonus. A detachable application form for e-dividend and e-bonus is attached to this Annual Report to enable all shareholders furnish particulars of their accounts to the Registrars (United Securities) as soon as possible.

BY THE ORDER OF THE BOARD

S. E. Nomuoja & Co (Chartered Secretaries & Administrators)

Dated this 7th day of May, 2014.

	31-Dec-13	31-Dec-12
	N'000	N'000
Revenue	<u>430,970,796</u>	<u>389,620,172</u>
Gross Profit	110,098,797	86,428,886
Profit Before Taxation	26,834,567	11,965,500
Profit After Taxation	23,407,456	6,019,255

