



**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 OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** to every member of Cadbury Nigeria Plc (the “**Company**”) that an Extraordinary General Meeting (“**EGM**”) of the Company will be held at **The Grand Ballroom of the Civic Center, Ozumba Mbadiwe Avenue, Victoria Island, Lagos** on Thursday, February 8, 2024, at **10:00am** prompt, for the purpose of transacting the following:

### **SPECIAL BUSINESS**

1. To consider and if thought fit, pass the following sub-joined resolutions as a Special Resolution of the Company:
  - a) *That the outstanding intercompany loan of US\$7,718,118.44 (Seven Million, Seven Hundred and Eighteen Thousand, One Hundred and Eighteen US Dollars, Forty-Four Cents) (equivalent to ₦7,036,446,501.26 ( Seven Billion, Thirty-Six Million, Four Hundred and Forty-Six Thousand, Five Hundred and One Naira, Twenty-Six Kobo) owed by the Company to Cadbury Schweppes Overseas Limited (“Cadbury Schweppes Overseas”) be converted into equity by the allotment of 402,082,657 ordinary shares of 50 kobo each to Cadbury Schweppes Overseas, each share to rank pari passu in all respects with the existing ordinary shares in the capital of the Company, at the price of ₦17.50 per share, being the share price of the Company as at close of trading on December 27 2023 and on such other terms as may be agreed by the Directors subject to obtaining relevant regulatory approvals;*
  - b) *That the Board of Directors be and are hereby authorised to take all such lawful steps, to pass all requisite resolutions and do all such other lawful acts and/or things as may be necessary, incidental, supplemental, consequential to giving effect to resolutions above including listing the new shares on the stock exchange; and all prior lawful steps taken by the Directors in the above regard be and are hereby ratified.*
2. To consider and if thought fit, pass the following sub-joined resolutions as an ordinary resolution:
  - a) *the Company’s share capital be increased from ₦939,100,981 to ₦1,140,142,309.50 by the creation of 402,082,657 ordinary shares of 50 kobo each, such shares to rank pari passu in all respects with the existing Ordinary Shares in the Capital of the Company.*
  - b) *The shares created pursuant to paragraph (a) above be allotted in accordance with the terms of Resolution 1 above;*
  - c) *The Directors be authorised to take all steps necessary or incidental to effecting the increase.*
3. To consider and if thought fit, pass the following as a Special Resolution of the Company:
  - a) *That the relevant clause of the Memorandum of Association of the Company be amended as necessary to reflect the new share capital of the Company.*

**Dated the 8th day of January 2024.**

**BY ORDER OF THE BOARD**





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**Mrs. Fola Akande, Esq.**  
**Company Secretary/ Chief Counsel**  
FRC/2013/NBA/00000001060  
**Cadbury Nigeria Plc**  
Lateef Jakande Road  
Agidingbi, Ikeja,  
**Lagos State, Nigeria**

#### **NOTES:**

##### **Voting & Proxies**

A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend in his stead. A proxy form is attached to the Notice. To be valid, for the purpose of the meeting, all proxy forms should be duly stamped at the Stamp Duties office and deposited at the registered Office of the Registrar, First Registrars and Investor Services Limited, No 2, Abebe Village Road Iganmu Lagos or sent by email to [info@firstregistrarsnigeria.com](mailto:info@firstregistrarsnigeria.com) or [ebusiness@firstregistrarsnigeria.com](mailto:ebusiness@firstregistrarsnigeria.com) not later than 48 hours before the time of holding the meeting.

##### **Closure of the Register of Members**

The Register of Members and transfer Books of the Company will be closed from 22nd January 2024 to 26<sup>th</sup> January 2024 (both dates inclusive) for the purposes of attending the EGM.

##### **Rights of Shareholders 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 less than a week before the date of the meeting.

##### **Exclusion from Voting**

In line with the requirements of the NGX on related party transactions, Cadbury Schweppes Overseas Limited, core shareholders of the Company in compliance with the requirements of the NGX Rules Relating to Board Meetings and General Meetings of Issuers – has informed the Company that, as a related party, it, its associates, or other party acting in concert, WILL NOT exercise their right to vote at the EGM in relation to Resolution 1. They also ensured that their representatives did not vote on the concerned items at the Board meeting where the transaction was approved.

##### **Website**

A copy of this Notice, Proxy Form and other information relating to the Meeting can be found on the company's website [www.cadburynigeria.com](http://www.cadburynigeria.com)

