



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extra-Ordinary General Meeting (EGM) of **FTN COCOA PROCESSORS PLC**. will be held at the **Lagos Chamber of Commerce and Industry Conference and Exhibition Centre, Plot 10, Nurudeen Olowopopo Way, Alausa, Ikeja, Lagos** on **TUESDAY 30TH May, 2023 at 12 noon** for the purpose of transacting the following businesses:

To consider, and if thought fit approve, pass with or without modification, the following as Special Resolutions:

- (i) **"THAT** the Company be and is hereby authorised to obtain a convertible loan of USD6,350,000 (Six Million Three Hundred and Fifty Thousand United States Dollars) from OH Ecosystems LLC ("OH Eco");
- (ii) **"THAT** the Company be and is hereby authorised to provide security in favour of Norwegian Investment Fund for Developing Countries and OH Eco in accordance with the terms of the relevant security documents;
- (iii) **"THAT** pursuant to the Company's Articles of Association, the Directors having recommended, be and are hereby authorized to raise such additional amount considered necessary for the business operations/working capital requirement of the Company in any way thought fit and subject to the approval of relevant Regulatory Authorities and on such conditions/terms as the Directors may determine"
- (iv) **"THAT** the Directors be and are hereby authorized to form Technical and Management alliances with any organization local/foreign in such a way as would be mutually beneficial to the parties involved"
- (v) **"THAT** the Directors be and are hereby authorized to execute all documents and do all such things necessary, incidental or relevant to the above resolutions.
- (vi) That the Board be and is hereby authorised to do all such lawful things as is required to give effect to the above resolutions, including without limitation, the appointment of professional advisers, execution of agreements, deeds, notices and other transaction documents; and

That, all acts carried out by the Board hitherto in connection with the above, be and are hereby ratified.

- (vii) **THAT MR. NATHANIEL DURANT and MRS. TITILAYO AYOKA ADERONMU** be and are hereby appointed as Directors of the Company with effect from 18th May, 2023

BY ORDER OF THE BOARD



Joshua Oludayo Adeoye (*FCIS*)
FRC. 2014/ICSAN/00000008037
FOR: ALPHA-GENASEC LIMITED
COMPANY SECRETARIES.

Dated the 2nd day of May, 2023

REGISTERED OFFICE

No. 21, Emmanuel Keshi Street,
Magodo G.R.A
Lagos

Notes:

1. NO VOTING BY RELATED PARTIES in line with the NGX Rules on Related Party Transactions **OH ORIGINS GLOBAL COMMODITIES, INC**, its proxies and nominees shall abstain from voting on the resolutions approving the items on the agenda at the EGM.

2. Proxy Form:

A member of the Company entitled to attend and vote may appoint a proxy to attend and on a poll vote in his stead;

(ii) A proxy so appointed need not also be a member of the Company.

(iii) A proxy form is attached

Any member can also appoint anyone of the following as his/her proxy

(a) Otunba Wale Jubril- Director

(b) Mr. Emmanuel Oladosu- Audit Committee Chairman

(c) Mr. Chinwendu Achara- Audit Committee Members

3. Stamping of Proxy

To be valid, a proxy form must be completed and duly stamped by the Commissioner of Stamp Duties and returned to the Registrar, Meristem Registrars & Probate at Services Limited, 213, Herbert Macaulay Way, Adekunle, Yaba Lagos, not less than 48 hours before the time of the meeting.

4. The Company has made arrangements, at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

- 5. 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 efosaalohan@meristemregistrars.com or martinaosague@meristemregistrars.com or pofolab@gmail.com