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## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 67th Annual General Meeting of the members of **Neimeth International Pharmaceuticals Plc.** (“the Company”) will be held virtually via <https://attend.meristemregistrars.ng/index.html> on **Thursday, 25<sup>th</sup> June 2026 at 11:00am** to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the year ended 31<sup>st</sup> December 2025 and the Reports of the Directors, External Auditors and Statutory Audit Committee thereon.
2. To ratify the appointment of the following Director appointed since the last Annual General Meeting:
  - Pharm. Obinna S. Emeribe
3. To re-elect the following Directors retiring by rotation:
  - i. Mr. Christopher Oshiafi
  - ii. Mrs. Henrietta Orjiako
  - iii. Mr. Eric Okoruwa
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To disclose the remuneration of the Managers of the Company in accordance with Section 275 of the Companies & Allied Matters Act, 2020.
6. To elect members of the Audit Committee in accordance with Section 404 (3) of the Companies and Allied Matters Act, 2020.

### **SPECIAL BUSINESS**

7. To fix the remuneration of Non-Executive Directors.
8. To consider and if thought fit, pass the following as special resolutions:

Whereas by a resolution dated June 23, 2025, the Company had obtained shareholders’ approval to raise capital up to ₦20,000,000,000.00 (Twenty Billion Naira) (“the Existing Approval”) pursuant to which the Company has raised approximately ₦2,440,000,000 (Two Billion, Four Hundred and Forty Million Naira) by way of Rights Issue, leaving an unutilised balance of approximately ₦17,560,000,000 (Seventeen Billion, Five Hundred and Sixty Million Naira). The Company is seeking the approval of the shareholders to construe as additional to the unutilised balance of the Existing Approval, the resolutions below:

- a. That the Board of Directors (“the Board”) be and are hereby authorized to raise additional capital of up to N30,000,000,000 (Thirty Billion Naira) through an issuance of shares (to be issued, whether by way of public offering, rights issue, private/special placement to strategic or identified investors), commercial papers, bonds, convertible and non-convertible securities), medium term notes and/or any other instruments, either as a stand-alone or by way of programmes, in such tranches, series or proportions, at such coupon or interest rates, within such maturity periods, or on such terms and conditions, through a combination of methods or

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### **Board of Directors**

**Mr. Christopher Oshiafi (Chairman), Pharm. Valentine C. Okelu (MD/CEO), Mrs. Henrietta I. Orjiako, Mazi Sam I. Ohuabunwa (OFR), Prof. Maurice M. Iwu, Sir Ike T. Onyechi, Dr. Olusegun E. Akanji, Dr. (Mrs.) Atinuke R. Uwajeh, Pharm. Obinna S. Emeribe (Exec.), Mr. Eric E. Okoruwa, Mr. Adeyemi O. Odusanya, Mrs. Patricia O. Aderibigbe**



- or processes, all of which shall be based on terms and conditions to be determined by the Board and subject to obtaining the approvals of the relevant regulatory authorities;
- b. That the aggregate shareholders' approval for capital raising shall accordingly be N50,000,000,000 (Fifty Billion Naira), of which approximately N2,440,000,000 has already been raised by way of Rights Issue, leaving an unutilised balance of approximately N47,560,000,000 (Forty Seven Billion, Five Hundred and Sixty Million Naira) available for raising;
  - c. That any public offering and rights issue by the Company from the additional capital raise contemplated in Paragraph 8a above be underwritten by an appointed underwriter on a standby basis, to ensure full subscription of the public offering and rights issue, and in the event of an under subscription of any rights issue undertaken by the Company, the Shareholders hereby waive their pre-emptive rights to any unsubscribed shares under the rights issue, and the Board is hereby authorized to issue such shares to interested investors, as far as practicable, on the same terms as the rights issue;
  - d. The Board be and is hereby authorized to enter into any agreements and/or approve, sign and/or execute any other documents necessary for and/or incidental to effecting the resolutions above; and
  - e. That the Board be and is hereby authorized to appoint such professional parties and approve and/or perform all such other acts and do all such other things as may be necessary for and/or incidental to effecting the above resolutions, including without limitation, complying with directives of any regulatory authority as well as the increase in the Company's Issued Share Capital and consequential amendment of the relevant portion of the Company's Memorandum of Association upon completion of the capital raise.

#### **NOTES:**

##### **1. PROXY**

A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself. A proxy needs not be a member of the Company.

A form of proxy is enclosed and if it is to be valid for the purpose of the meeting, it must be completed, duly signed and deposited at the registered office of the Company at 16, Akanni Doherty Layout (Billings Way), Oregun Industrial Estate Oregun or the office of the Registrar, Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Adekunle, Yaba, Lagos not less than 48 hours before the time fixed for the meeting.

##### **2. CLOSURE OF REGISTER**

The Register of Members and Transfer Books of the Company will be closed from Monday, 15<sup>th</sup> June 2026 to Friday, 19<sup>th</sup> June 2026 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, any member may nominate a 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 time for holding the Annual General Meeting.

Kindly note that by virtue of the provisions of the Nigerian Code of Corporate Governance and the Companies & Allied Matters Act, all members of the Statutory Audit Committee should be financially literate and at least one member should be a member of a professional accounting body



in Nigeria, established by an Act of the National Assembly.

4. **PROFILES OF DIRECTORS**

The profiles of the Directors offering themselves for re-election, as well as the profile of the Director whose appointment is to be ratified are provided in the Annual Report.

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 the Company Secretary on or before Monday, 22nd June 2026.

6. **E-DIVIDEND**

Shareholders who are yet to complete the e-dividend form or who need to provide up to date records and relevant bank accounts are urged to kindly use the link below to submit their e-dividend mandate request, so that outstanding and subsequent dividend payments can be processed seamlessly.

[:https://docuhub3.nibss-plc.com.ng/edmmms/self-service](https://docuhub3.nibss-plc.com.ng/edmmms/self-service)

The e-dividend form can also be detached from the Annual Report and Accounts or downloaded from the Company's website at [www.neimethplc.com.ng](http://www.neimethplc.com.ng). The duly completed form should be returned to Meristem Registrars and Probate Services Limited, 213, Herbert Macaulay Way, Adekunle, Yaba, Lagos.

7. **UNCLAIMED DIVIDEND**

Shareholders are hereby informed that some dividends have remained unclaimed. Shareholders should therefore access the list of shareholders with unclaimed dividend through the following link: <https://www.neimethplc.com.ng/wp-content/uploads/2026/05/NEIMETH-UNCLAIMED-DIVIDEND-LIST-1.pdf>

Affected shareholders are advised to contact the Registrar, Meristem Registrars and Probate Services to resolve any related issue, at 213, Herbert Macaulay Way, Adekunle, Yaba, Lagos or via e-mail: [info@meristemregistrars.com](mailto:info@meristemregistrars.com)

8. **ELECTRONIC ANNUAL REPORT**

The electronic copy of the 2025 Annual Report will be accessible online for viewing and download from our website at [www.neimethplc.com.ng](http://www.neimethplc.com.ng) and also circulated via email to shareholders who have provided their email addresses to the Registrars. Shareholders may also request an electronic copy of the 2025 Annual Report via: [info@meristemregistrars.com](mailto:info@meristemregistrars.com)

Dated this 1st day of June 2026.

**BY ORDER OF THE BOARD**

**CHINYE S. ADEKANMBI (MRS.)**

Company Secretary

FRC/2024/PRO/NBA/004/657332

16, Akanni Doherty Layout (Billings Way)

Oregun Industrial Estate, Oregun, Ikeja, Lagos.