



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of MeCure Industries Plc (the “Company”) scheduled to hold virtually on **Wednesday, 14th of May, 2025**, at 11.00am **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 Company be and is hereby authorised to raise additional capital of up to ₦30,000,000,000 (Thirty Billion Naira Only) or its foreign currency equivalent in the Nigerian and/or international capital markets through the issuance of up to 2,500,000,000 (Two Billion, Five Hundred Million) ordinary shares, either as a standalone issue(s) or by the establishment of a capital raising programme(s), whether by way of public offerings, private placements, rights issues and/or other transaction modes, at price(s) determined through book building or any other acceptable valuation method or combination of methods at such dates, and on such terms and conditions as may be determined by the Board of Directors of the Company (the “Board”) subject to obtaining the requisite regulatory approvals;*
 - b) *The Company’s issued share capital be increased by the exact number of shares which will be offered under the capital raise upon the determination of the terms of the capital raise by the Board further to the above resolution;*
 - c) *Further to the above approvals, the Board be, and is hereby, authorised to: (i) pass the relevant resolutions increasing the Company’s share capital by the specific number of new ordinary shares required for the capital raise; and (ii) allot such said number of new ordinary shares upon completion of the capital raising exercise;*
 - d) *That the Board (where it deems appropriate) be authorised to take the necessary steps to cancel any unallotted shares of the Company created pursuant to (c) above;*
 - e) *That after the increase of the Company’s share capital and the allotment of the new ordinary shares in accordance with resolutions above, the Memorandum and Articles of Association of the Company be amended as necessary to reflect the Company’s new Issued Share Capital; and*
 - f) *That the Board be and is hereby authorised to do all acts and things, and to approve, sign and/or execute all documents, perform all such other acts and do all such other things as may be necessary to give effect to the above resolutions”.*

ADDRESS

Me Cure Industries PLC,
Me Cure House, Apapa Oshodi Expressway,
Oshodi, Lagos, Nigeria.
RC Number: 619125



BOARD OF DIRECTORS

EXECUTIVE: Anderline Dukor (CO CEO)
Arjun Udani (CO CEO), Felix Anaje, Dr. Obiefuna Ajie

NON-EXECUTIVE: Samir Udani (Chairman)
Chidi Okoro, Ayotunde Owoigbe, Dr. Benedict Agbo

INDEPENDENT NON-EXECUTIVE DIRECTOR
Tochukwu Chukwuemeka Oriaku Esq,
Joseph Oyeyemi Babatunde



2. To consider and if thought fit, pass the following sub-joined resolutions as a special resolution of the Company:
- a) *That Clause 3 of the Memorandum of Association of the Company be and is hereby amended by the insertion to the new object clauses as follows:*
- i *To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals products, medicines, drugs, biologicals, neutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, multivitamin products and dry salters of all kinds of pharmaceuticals and allied products, and to engage in business of healthcare, life sciences, research and development, contract manufacturing in Nigeria and/or abroad*
 - ii *To deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts*
 - iii *To carry on the business of vialling, bottling, repacking, processing of pharmaceutical products tablets, capsules, syrups, injections, ointments, etc and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockist of all kinds of pharmaceuticals and allied products*
- b) *That the Memorandum of Association of the Company be re-numbered as appropriate following the amendments in resolution ii (a) above;*
- c) *The Board be and is hereby authorised to take all such steps, execute all documents, and give all such directives as may be necessary to give effect to the foregoing resolution;*

Dated the 15th day of April 2025.

BY ORDER OF THE BOARD

AZEEZAH MUSE-SADIQ (FRC/2018/NBA/00000018554)
FOR: BANWO & IGHODALO (FRC/2023/COY/649079)
(Company Secretary)

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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 need not be a member of the Company. Consequently, members are entitled to appoint a proxy of their choice to represent them at the meeting. A proxy form is attached to the Notice. For the instrument of proxy to be valid, it must be completed and duly stamped for the purpose of this meeting. The Company has made arrangements at its cost for the stamping of the duly completed proxy forms which must be deposited at the office of the Registrar, Cordros Registrars Limited, 21 Norman Williams Street, Ikoyi, Lagos, Nigeria or sent via email to cordrosregistrars@cordros.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 May 5, 2025 to May 9, 2025 (both dates inclusive), for the purpose of preparing an up-to-date Register of Members.

Rights of Shareholders to Ask Questions

Pursuant to Rule 19.12(c) of Nigerian Exchange Limited Rulebook 2015, 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 prior to the date of the meeting.

Live Streaming of the EGM

The EGM will be streamed live online to enable Shareholders and other relevant Stakeholders to follow the proceedings. The link for the live streaming of the EGM will be made available on the Company's website: [MeCure Industries PLC](https://www.mecure.com) and by the Registrars in due course.

Virtual Meeting Link

Further to Part 1 Paragraph 11 of the Schedule to the Business Facilitation (Miscellaneous Provisions) Act, 2023 and Article 10 of the Company's Memorandum and Articles of Association, this EGM will be held virtually. The Virtual Meeting Link for the Extra-Ordinary General Meeting is provided above and will also be available on the Company's website: [MeCure Industries PLC](https://www.mecure.com)

Website

A copy of this Notice, Proxy Form and other information relating to the Meeting can be found at [MeCure Industries PLC](https://www.mecure.com).

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