



FrieslandCampina
FrieslandCampina WAMCO Nigeria PLC

RC 11330

NOTICE OF ANNUAL GENERAL MEETING OF FRIESLANDCAMPINA WAMCO NIGERIA PLC

NOTICE IS HEREBY GIVEN that the 47th Annual General Meeting of members of FrieslandCampina WAMCO Nigeria PLC will be held at the FC Academy, at the Company's Head Office, 7b Acme Road, Ogba Industrial Estate, Ikeja on Thursday, 25 June 2020 at 11:00am to transact the following business:

ORDINARY BUSINESS

1. To lay before the meeting, the Report of the Directors and the Statement of Financial Position as at 31st December 2019, together with the Income Statement for the year ended on that date and the Reports of the Independent Auditors and the Audit Committee thereon.
2. To declare a final dividend.
3. To elect/re-elect Directors.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To elect members of the Audit Committee.

SPECIAL BUSINESS

To consider and if thought fit pass the following as an ordinary resolution:

6. To fix the remuneration of the Directors.

BY ORDER OF THE BOARD

Olubukunola Olateru FCIS (Mrs.)
FRC/2018/ICSAN/00000017968
Company Secretary/Legal Adviser
Lagos, Nigeria
Dated this 25th day of May 2020

NOTES

1. PROXY

Due to the Covid-19 pandemic and the attendant directives issued by relevant authorities on social distancing and a limit on the maximum number of persons at a gathering, attendance at the Annual General Meeting (AGM) shall only be by Proxy in accordance with the Corporate Affairs Commission's "Guidelines on Holding of Annual General Meetings (AGM) of Public Companies Using Proxies".

A member who is entitled to attend and vote at the AGM is advised to select from the underlisted proposed proxies to attend and vote in his/her stead. Consequently, members are required to appoint a proxy of their choice from the following proxies to represent them at the Meeting:

- (a) Mr. J. Moyo Ajekigbe, OFR (Chairman)
- (b) Mr. Ben Langat (Managing Director)
- (c) Mr. John Ogundipe (Shareholder Representative)
- (d) Sir Sunny Nwosu (Shareholder Representative)
- (e) Chief Godwin Emodi (Shareholder representative)

For the appointment to be valid for the purposes of the Meeting, the duly completed proxy forms must be deposited at the office of the Registrars, First Registrars and Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos State or sent by e-mail to info@firstregistrarsnigeria.com or ebusiness@firstregistrarsnigeria.com, not later than 48 hours before the time of the meeting. A blank Proxy Form is included in the 2019 Annual Report & Accounts, which will also be available on the Company's website www.frieslandcampina.com.ng and that of the Registrars www.firstregistrarsnigeria.com. The Company has made arrangements at its expense for stamp duty to be paid on the proxy forms.

2. LIVE STREAMING OF THE AGM

The AGM will be streamed live online. This will enable Shareholders and other relevant Stakeholders who will not be attending the meeting physically to also be part of the proceedings. The link for the live streaming will be made available on the Company's website, www.frieslandcampina.com.ng and by the Registrars, in due course.

3. DIVIDEND

If the dividend recommended by the Directors is approved, it will be paid electronically on Friday 26 June 2020 to shareholders whose names are registered in the Company's Register of Members at the close of business on Thursday 21 May 2020 and who have completed the e-dividend registration and mandated the Registrar to pay their dividends directly into their bank accounts in compliance with the directives of Securities and Exchange Commission.

4. CLOSURE OF REGISTER

Notice is hereby given that the Register of Members and Transfer Books of the Company will be closed from Friday 22 May 2020 to Thursday 28 May 2020, both dates inclusive, to enable the Registrars to prepare for the payment of dividend.

5. NOMINATIONS FOR THE AUDIT COMMITTEE

The Audit Committee consists of 3 Shareholders and 3 Directors. In accordance with Section 359(5) of the Companies and Allied Matters Act, Cap C.20, Laws of the Federation of Nigeria 2004, any Shareholder may nominate another Shareholder for election as a member of the Audit Committee by giving in writing, notice of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

6. UNCLAIMED DIVIDEND

Several Dividend warrants remain unclaimed or are yet to be presented for payment or returned to the Company for revalidation by some members. A list of such members will be circulated with the Annual Report and Financial Statements. Members affected are advised to complete the e-dividend registration or write to the Company's Registrars, at First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu Lagos.

7. E - DIVIDEND

Shareholders are hereby reminded to open bank accounts, stock broking accounts and CSCS accounts for the payment of dividend. A detachable application form for e-dividend is attached to the Company's Annual Report to enable all Shareholders furnish particulars of their accounts to the Registrars (First Registrars & Investor Services Limited) as soon as possible. We request our shareholders to use the e-dividend payment portal that will serve as an online verification and communication verification and communication medium for E-dividend mandate processing through the new E-Dividend Mandate Management System jointly introduced by the Central Bank of Nigeria, Securities and Exchange Commission, Nigeria Inter-Bank Settlement Systems PLC and the Institute of Capital Market Registrars.

8. RIGHTS OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders have the right to ask questions not only at the meeting, but also in writing prior to the meeting, and such questions should be addressed to the Company Secretary and submitted to the registered office of the Company at least a week before the meeting.

9. ELECTRONIC VERSION OF THE ANNUAL REPORT AND ACCOUNTS

Electronic versions of the 2019 Annual Report and Accounts are available online for viewing and download via the Company's website, www.frieslandcampina.com.ng and that of the Registrar, www.firstregistrarsnigeria.com