



PZ Cussons Nigeria PLC (Reg No 693)
45/47, Town Planning Way, Ilupeju Industrial Estate, P.M.B. 21132, Ikeja, Lagos.
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Website: www.pzcussons.com

AMENDMENT OF NOTICE OF ANNUAL GENERAL MEETING

FURTHER TO THE NOTICE OF THE 76th Annual General Meeting (AGM) of PZ Cussons Nigeria Plc dated 1st November 2024, scheduled to be held at the **Transcorp Hilton, FCT, Abuja**, on **Thursday, 28 November 2024** at 11.00 a.m., the Company hereby wishes to notify the Nigerian Exchange Limited, shareholders and stakeholders that the agenda for the AGM has been amended to rephrase resolution 2 as follows:

Ordinary Business

1. To lay before the meeting the Financial Statements for the year ended 31 May 2024, the Reports of the Directors, the Independent Auditors and the Audit Committee thereon.
2. **To elect/re-elect Directors.**
 - a. **To re-elect Mallam Ballama Manu, who is over 70 years old but eligible for re-election as a Director pursuant to section 282 of the Companies and Allied Matters Act 2020**
 - b. **To re-elect Mrs. Toyin Odutayo as a Director**
 - c. **To elect Mr. Kareem Moustafa as a Director**
3. To authorise the Directors to fix the remuneration of the Auditors.
4. To elect members of the Audit Committee.
5. To disclose the remuneration of Managers.

Special Business -By Ordinary Resolution

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

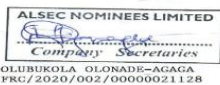
“**THAT** the Directors' remuneration for the financial year ending 31 May 2025 be and is hereby fixed at N326,591,094 and sitting allowance be paid for additional meetings outside the fixed remuneration.”
7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

DIRECTORS: Ifueko M. Omoigui Okauru MFR (**Chairperson**), Dimitris Kostianis (**CEO**) (**Greek**), Joyce Coker, Ballama Manu, Oluwatoyin Odutayo, Suleyman A Ndanusa OON, Kareem Moustafa (**Australian**)

“**THAT**, pursuant to Rule 20.8 of the Rulebook of the Nigerian Exchange Limited 2015, a general mandate be and is hereby given authorising the Company during the 2025 financial year and up to the date of the next Annual General Meeting, to procure goods, services, and financing and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms consistent with the Company’s Transfer Pricing Policy. All transactions falling under this category which were earlier entered into in the 2024/2025 financial year, prior to the date of this meeting be and are hereby ratified.”

Dated this 21st day of November 2024

By Order of the Board



ALSEC NOMINEES LIMITED

Company Secretary

FRC/2024/COY/119349

PZ Cussons Nigeria Plc 45/47,

Town Planning Way

Ilupeju Industrial Estate

Lagos

www.pzcussons.com

NOTES

Proxy

A member of the Company entitled to attend and vote at the Meeting is eligible to appoint a Proxy to attend and vote in his/her place, and such Proxy needs not be a member of the Company. A Proxy Form is enclosed. All instruments of proxy must be deposited at the registered office of the Company at **45/47, Town Planning Way, Ilupeju, Lagos, Nigeria**, or submitted via email to info@firstregistrarsnigeria.com, or deposited at the office of the Registrars, First Registrars & Investors Services Limited, No. 2 Abebe Village Road, Iganmu, Lagos, Nigeria not later than 48 hours before the time fixed for the meeting.

Closure of Register

The Register of Members and Transfer Books of the Company will be closed from 11 November to 15 November 2024 (both dates inclusive) for the purpose of preparing an up-to-date Register of Members.

Nominations for the Audit Committee

The Audit Committee consists of three Shareholders and two Directors. 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 Committee by giving notice in writing of such nomination to reach the Company Secretary at least 21 days before the Annual General Meeting. Members are also advised to ensure that the nomination to the Statutory Audit Committee is supported by the Curriculum Vitae of the nominees.

Please note that Section 404(5) of the CAMA and the Nigerian Code of Corporate Governance 2018 require all members of the audit committee to be financially literate, and at least one member to be a member of a professional body in Nigeria established by an Act of the National Assembly. In addition, regulation 26 (3) of the Audit Regulations 2020 of the Financial Reporting Council of Nigeria ("FRCN") requires all members of the Audit Committee to be registered with the FRCN. Accordingly, to be valid, nominations should clearly state the FRC number of the person being nominated. We, therefore, request that all nominations to the Audit Committee should be accompanied by the Curriculum Vitae of the Nominees clearly reflecting the FRC number.

Unclaimed Dividend Warrants and Share Certificates

Shareholders are hereby informed that several dividend warrants and share certificates remain unclaimed. Some dividend warrants have not been presented to the bank for payment or to the Registrar for revalidation. A list of such members has been circulated with the Annual Report. Affected members are advised to contact the Registrars.

E-dividend/Bonus

Pursuant to the directive of the Securities and Exchange Commission, members are hereby advised to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of the payment of e-dividend/bonus. Relevant forms are attached to this Annual Report for completion to furnish the particulars of these accounts to the Registrar.

Rights of Shareholders to Ask Questions

Pursuant to Rule 19.12(c) of Nigerian Exchange Limited Rulebook 2015, shareholders have the right to ask questions not only at the Meeting, but also in writing prior to the Meeting and such questions shall be submitted to the Company Secretary not later than two weeks before the date of the Meeting.

Voting by Interested Persons

In line with the provisions of Rule 20.8 (h) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 7 above.

Profile of Directors Standing for Election/Re-election

The profiles of the Directors standing for election/re-election are contained in the Annual Report.

Election of a Director above 70 years of Age

In line with section 282 of the Companies and Allied Matters Act, 2020, Mallam Ballama Manu is over 70 years of age and has given the Company a special notice to that effect.

Live Streaming of the Annual General Meeting:

The Annual General Meeting will be streamed live. You can join the livestream using this link: [76th Annual General Meeting of PZ Cussons Nigeria Plc](#) or via the Company's website: [Nigeria – Investor Results, Reports & Presentations - PZ Cussons](#).