



**Nigerian Breweries Plc**

RC: 613

HEADQUARTERS:  
IGANMU HOUSE, ABEBE VILLAGE ROAD, IGANMU.  
P.O. BOX 545, LAGOS.  
TEL: (01) 271 7400-20 FAX: (01) 271 7442

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 73rd Annual General Meeting of Nigerian Breweries Plc will be held in the Shell Nigeria Hall, Muson Centre, 8/9 Marina, Onikan, Lagos on **Friday, 17th May, 2019 at 10.00 a.m.** for the following purposes:

### **A ORDINARY BUSINESS**

- 1 To lay before the meeting, the Report of the Directors and the Statement of Financial Position as at 31st December 2018, together with the Income Statement for the year ended on that date and the Reports of the Independent Auditor and the Audit Committee thereon.
- 2 To declare a dividend.
- 3 To elect/re-elect Directors.
- 4 To authorise the Directors to fix the remuneration of the Independent Auditor.
- 5 To elect members of the Audit Committee.

### **B. SPECIAL BUSINESS**

- 6 To fix the remuneration of the Directors.
- 7 To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That the general mandate given to the Company to enter into recurrent transactions with related parties for the Company’s day-to-day operations, including amongst others the procurement of goods and services, on normal commercial terms be and is hereby renewed.”

**Dated the 13th of February, 2019.**

By Order of the Board.

**Uaboi G. Agbebaku, Esq.**  
Company Secretary  
FRC/2013/NBA/00000001003

Iganmu House  
Abebe Village Road  
Iganmu, Lagos  
Nigeria

## NOTES:

### (a) PROXIES

A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend instead of him. A proxy for a Corporation may vote on a show of hands and on a Poll. A proxy need not be a member. A Proxy Form is attached to the Annual Report and Accounts. If the Proxy Form is to be valid for the purposes of the meeting, it must be completed and deposited at the office of the Registrars, First Registrars and Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos not less than forty-eight (48) hours prior to the time of the meeting.

### (b) AUDIT COMMITTEE MEMBERS

In accordance with Section 359(5) of the Companies and Allied Matters Act, Cap. C20, Laws of the Federation of Nigeria, 2004, a shareholder may nominate another shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary, not later than 21 days before the Annual General Meeting.

### (c) DIVIDEND

A total dividend of ₦19,401,169,121 (Nineteen Billion, Four Hundred and One Million, One Hundred and Sixty Nine Thousand, One Hundred and Twenty One Naira only), that is, ₦ 2.43 (Two Naira Forty Three Kobo only) per share for the 2018 financial year, has been recommended by the Board for approval. Having earlier paid an interim dividend of ₦4,798,141,231 (Four billion, seven hundred and ninety eight million, one hundred and forty one thousand and two hundred and thirty -one naira only) that is 60 kobo per share which was declared in October 2018, the final dividend will be ₦14,603,027,891 (Fourteen Billion, Six Hundred and Three Million, and Twenty Seven Thousand, Eight Hundred and Ninety One naira only) that is, ₦1.83 (One naira, eighty-three kobo) per share. If approved, the final dividend will be payable on Monday, 20th May, 2019, to shareholders whose names appear on the Company's Register of Members at the close of business on Wednesday, 6th of March, 2019.

### (d) CLOSURE OF REGISTER

The Register of Members and Transfer Books of the Company will be closed from Thursday, 7th March, 2019 to Wednesday, 13th March, 2019 (both dates inclusive), for the purpose of preparing an up-to-date Register of Members.

### (e) GENERAL MANDATE

In line with The Nigerian Stock Exchange Rules on Transactions with Related Parties, the Company is required to seek a renewal of the general mandate from shareholders as per item 7 of the agenda above. Members had unanimously given a general mandate to the Company at the last Annual General Meeting to enable it enter into related party transactions for the Company's day-to-day operations.

### (f) SHAREHOLDERS' RIGHT TO ASK QUESTIONS

A Shareholder has a right to ask questions not only at the Annual General Meeting, but also in writing prior to the said Meeting. Such questions must be submitted to the Company through the Company Secretary on or before Friday, the 3rd day of May, 2019.