

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the next Annual General Meeting of the Members of UAC of Nigeria PLC will be held at Arthur Mbanefo Hall, Golden Tulip Festac Lagos, Amuwo-Odofin, Lagos State on Wednesday, 26th June, 2019 at 10.00 o'clock in the forenoon in order to transact the following businesses:

### Ordinary Business

1. Lay before the Members the Report of the Directors, the Consolidated Statement of Financial Position of the Company as at 31st December 2018, together with the Consolidated Statement of Comprehensive Income for the year ended on that date and the Reports of the Auditors and the Audit Committee thereon.
2. Declare a Dividend
3. Elect & Re-elect Directors
4. Authorize the Directors to fix the Remuneration of the Auditors
5. Elect Members of the Audit Committee

### Special Business

6. Fix the remuneration of the Directors
7. To renew the general mandate authorizing the Company to enter into recurrent transactions which are of a trading nature or those necessary for its day to day operations with related parties or companies in accordance with the Rules of the Nigerian Stock Exchange governing transactions with related parties or interested persons.

### Proxy

A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her and such a proxy need not be a member of the Company. A proxy form is enclosed and if it is to be valid for the purposes of the meeting, it must be completed and deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.

**Dated the 27th day of March, 2019**

**By Order of the Board**



**Godwin A Samuel, Esq.,**  
**Company Secretary/Legal Adviser**  
**FRC/2013/NBA/00000002608**

**Registered Office**  
UAC House  
1-5 Odunlami Street  
Lagos



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## Notes

### Dividend

In view of the results, the Directors have recommended the payment of a dividend of 64 kobo per ordinary share to members. The resolution to this effect, will be put to the meeting, for the approval of members.

### Payment of Dividend

If approved, the dividend will be paid on Thursday 27th June, 2019 to shareholders whose names are on the Register of Members at the close of business on Monday 20th May, 2019.

### Closure of Register and Transfer Books

The Register of Members and Transfer Books will be closed from Tuesday 21st to Friday 24th May, 2019 (both dates inclusive) for purposes of processing payment of dividend.

### Audit Committee

The Audit Committee consists of three (3) shareholders and three Directors. Any member can nominate a shareholder as a member of the Committee, by giving notice in writing of such nomination to the Company Secretary at least twenty-one days before the Annual General Meeting. Nominators should please submit a brief profile of their nominees to the Company Secretary, along with the nomination forms.

### Right 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 Friday, 21st day of June, 2019.

### Unclaimed Dividend List

Unclaimed dividends list No 53 has been uploaded on the Company's website [www.uacnplc.com](http://www.uacnplc.com) for your attention and necessary action.

### E-Dividend/Bonus

Notice is hereby given to all Shareholders, to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of e-dividend/bonus. Forms are attached to the Annual report for completion by all shareholders to provide the particulars of these accounts, to the registrar (Africa Prudential PLC) as soon as possible.

### Record of Director's Attendance at Board Meetings

In accordance with section 258 (2) of the Companies and Allied Matters Act, CAP C20 LFN 2004, the record of Directors' attendance at Board Meetings during the year will be made available for inspection at the Annual General Meeting.

### Directors For Election & Retirement By Rotation

In accordance with the Articles of Association of the Company, Mr. Daniel Agbor and Dr. Okechukwu Mbonu are the Directors retiring by rotation at the meeting and being eligible offer themselves for re-election. Dr. Vitus Ezinwa, Mr. Bolaji Odunsi and Mr. Ibikunle Oriola who were appointed to the Board since the last Annual General Meeting retire at the meeting and will be presented for election. The profiles of the Directors retiring by rotation and by law are on pages 18 to 24 of the Annual Report.

# Proxy Form



## UAC of Nigeria Plc.

Annual General Meeting to be held at 10.00 a.m. on Wednesday 26th June, 2019 at Arthur Mbanefo Hall, Golden Tulip Festac, Amuwo-Odofin, Lagos I/We

being a member/members of UAC OF NIGERIA PLC do hereby appoint

or failing him the Chairman of the Meeting as my/our proxy to vote for me/us on our behalf at the General Meeting of the Company to be held on Wednesday 26th June, 2019 and at every adjournment thereof

Please indicate your wish by placing 'X' in the appropriate square

RESOLUTIONS	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
To declare Dividend			
To elect Dr. Vitus Chiebere Ezinwa as a Director			
To elect Mr. Bolaji Adekunle Odunsi as a Director			
To elect Mr. Ibikunle Ibiyinka Oriola as a Director			
To re-elect Mr. Daniel Owor Agbor as a Director			
To re-elect Dr. Okechukwu Mbonu as a Director			
To authorize the Directors to fix auditor's remuneration at N25,961,250 ( VAT inclusive) for 2019.			
To elect members of the Audit Committee			
To approve N100,323,070.39 as Directors' remuneration for 2019			
To renew the general mandate authorizing the Company to enter into recurrent transactions with related parties.			

Put the 'X' beside the motion before meeting and not any of the others

Signature of member/proxy \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Date: \_\_\_\_\_

### NOTES

1. A member (shareholder) who is unable to attend an Annual General Meeting is allowed by law to attend by proxy. The above form has been prepared to enable you to exercise your vote if you cannot personally attend.
2. Provision has been made on this form for the Chairman of the Meeting to act as your proxy, but if you wish you may insert in the blank space on the form (marked\*) the name of any person, whether a member of the Company or not, who will attend the Meeting and vote on your behalf instead of the Chairman of the Meeting.
3. Please sign the above proxy form and post it so as to reach the address shown over leaf not later than 5.00 pm on Monday 24th June, 2019. If executed by a corporation, the proxy form should be sealed with the Common Seal or signed.
4. The proxy must produce the Admission form sent with the Report and Accounts to obtain entrance to the Meeting.
5. The proxy form should not be completed and sent to the address if the member will be attending the meeting in person.

### IF YOU ARE UNABLE TO ATTEND, PLEASE

- (a) Write the name of your proxy (if any) where marked.\*
- (b) Ensure that the form is signed by you and stamped with COMMISSIONER OF STAMP DUTIES.
- (c) Tear the proxy form along the perforated lines and post so as to reach the address shown overleaf not later than 48 hours before the time of holding the meeting