



## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **Annual General Meeting** of **UAC of Nigeria PLC** (the "Company") will be held at **Festival Hotel, Diamond Estate, Amuwo Odofin, Lagos** on **Wednesday 21 June 2023**, at **10.00am** in order to transact the following businesses:

### **ORDINARY BUSINESS**

1. To lay before members the Audited Financial Statements for the year ended 31 December 2022, and the Report of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To re-elect Mr. Daniel Agbor who is retiring by rotation.
4. To authorize the Directors to fix the remuneration of the External Auditors for the 2023 Financial Year.
5. To elect members of the Statutory Audit Committee.
6. To disclose the Remuneration of Managers of the Company.

### **SPECIAL BUSINESS**

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

*"That a general mandate be and is hereby given, authorizing the Company through the Directors to enter into recurrent transactions with related parties or companies until reviewed by the Company at an Annual General Meeting."*

Dated this 15<sup>th</sup> day of May 2023

**BY ORDER OF THE BOARD**

**AYOMIWO WEY**  
**COMPANY SECRETARY**  
**FRC/2013/NBA/00000003124**

### **NOTES**

#### **1. PROXY**

Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. A proxy form must be completed and deposited at the office of the Company's Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos or sent via email to [cxc@africaprudential.com](mailto:cxc@africaprudential.com) not later than 24 hours before the time fixed for the meeting.

#### **2. STAMPING OF PROXY**

The Company has made arrangements at its cost, for the stamping of duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated timeline.

### **3. CLOSURE OF REGISTER**

The Register of Members and Transfer Books will be closed from 7 June to 13 June 2023 (both dates inclusive) for the purpose of updating the Register of Members and payment of Dividend.

### **4. DIVIDEND**

Directors have recommended to members, the payment of a dividend of 22 kobo per share. A resolution to this effect will be put to the meeting for the approval of members. If the Dividend recommended by the Directors is approved by members at the Annual General Meeting, Dividend will be paid, subject to withholding tax, on 22 June 2023, to the Shareholders whose names appear in the Company's Register of Members at the close of business on 6 June 2023.

Shareholders are advised to complete the E-Dividend Mandate Activation Form, which is available at [http://sec.gov.ng/wp-content/uploads/2016/04/Afric-Prudential-EDMMS-Form\\_2018.pdf](http://sec.gov.ng/wp-content/uploads/2016/04/Afric-Prudential-EDMMS-Form_2018.pdf) and forward same to the Registrar, Africa Prudential Plc at their office at 220B, Ikorodu Road, Palmgrove, Lagos or send via email to [cxc@africaprudential.com](mailto:cxc@africaprudential.com) to enable direct credit of their dividend on 22 June 2023.

### **5. NOMINATION TO THE STATUTORY AUDIT COMMITTEE**

Pursuant to Section 404 (6) of the Companies and Allied Matters Act, 2020, any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination. Such notice shall reach the Company Secretary not later than 31 May 2023 being at least 21 days before the Annual General Meeting. Section 404 (5) CAMA 2020 has mandated that all members of the Audit Committee must be financially literate and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

### **6. RIGHT OF SECURITIES' HOLDERS TO ASK QUESTIONS**

Shareholders and other holders of the Company's securities 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 on or before 19 June 2023.

### **7. UNCLAIMED DIVIDENDS**

Shareholders who are yet to claim their outstanding dividends are hereby advised to complete the e-dividend registration form by downloading the Registrar's E-Dividend Mandate Activation Form, which is available at [http://sec.gov.ng/wp-content/uploads/2016/04/Afric-Prudential-EDMMS-Form\\_2018.pdf](http://sec.gov.ng/wp-content/uploads/2016/04/Afric-Prudential-EDMMS-Form_2018.pdf) and submit to the Registrars at Africa Prudential Plc, 220b Ikorodu Road, Palmgrove Lagos or their respective banks for the purpose of claiming their outstanding dividends.

A list of Shareholders who are yet to claim their dividends as of 31 March 2023, is available on the Company's Website at [www.uacnplc.com](http://www.uacnplc.com).

### **8. BIOGRAPHICAL DETAILS OF THE DIRECTOR FOR RE-ELECTION**

The biographical details of the Director submitted for re-election are contained in the Annual Report and on the Company's website at [www.uacnplc.com](http://www.uacnplc.com).

### **9. E- ANNUAL REPORT PUBLISHED ON THE WEBSITE**

In order to improve delivery of our Annual Report, we have inserted a detachable Form to the Annual Report and hereby request Shareholders who wish to receive the Company's Annual Report in an electronic format to complete and return the Form to the Registrars for further processing. In addition, Annual Reports are available online for viewing and download from our website at [www.uacnplc.com](http://www.uacnplc.com).

### **VOTING BY INTERESTED PERSONS**

- 10.** 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 8 above.