



Notice of Meeting

NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of Eterna Plc will be held on Wednesday, 5th July 2017 at the Agip Recital Hall, Muson Centre, Onikan, Lagos at 11.00am prompt to transact the following businesses:

Ordinary Business:

1. To lay the Report of the Directors, the Audited Financial Statements, the Reports of the Auditors and the Audit Committee for the year ended 31st December 2016 before the shareholders.
2. To declare a dividend.
3. To re-elect retiring Directors.
4. To re-appoint the Auditors and authorize the Directors to fix the remuneration of the Auditors.
5. To elect members of the Audit Committee.

Special Notice:

Notice is hereby given pursuant to Section 256 of the Companies and Allied Matters Act Cap C20, Laws of the Federation of Nigeria 2004 that Chief (Dr.) Michael Ade Ojo who has attained the age of 70 is retiring by rotation and has offered himself for re-election at the 24th AGM.

Special Business:

6. To fix the remuneration of the Directors.
7. To authorise and grant a general mandate in respect of all recurrent transactions entered into with a related party or interested person.
8. That in compliance with the rules of the Nigerian Stock Exchange governing transactions with related parties or interested persons, the Company be and is hereby granted a general mandate in respect of all recurrent transactions entered into with a related party or interested person which are of a revenue or trading nature or are necessary for the Company's day to day operations.

Notes:

Proxy

A member of the Company entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote in his/her place and such proxy need not be a member of the Company. All proxy instruments should be duly stamped by the Commissioner of Stamp duties and deposited at the Registrar's office, GTL Registrars Limited, 274 Murtala Muhammed Way Yaba Lagos, not less than 48 hours before the time fixed for the AGM. A corporate body being a member of the Company is required to execute proxy instrument(s) under seal.

Closure of Register and Transfer Books

The Register of members and Transfer Books will be closed from the 6th to 8th June, 2017 (both days inclusive) for the purpose of updating the Register of Members in accordance with Section 89 of the Companies and Allied Matters Act [Cap C20 Laws of the Federation of Nigeria 2004].

Dividend Warrants

If payment of the dividend is approved, it is intended that the payment of the dividend will be made on Thursday, 6th July to holders of shares whose names appear on the Register of Members on Monday, 5th June, 2017.

Audit Committee

In accordance with section 359(5) of the Companies and Allied Matters Act Cap C20 Laws of the Federation of Nigeria 2004, any member may nominate a shareholder as a member of the Audit Committee. All such nominations should reach the Company Secretary at least 21 days before the Annual General Meeting.

E-Dividend

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment. A detachable e-dividend mandate and change of address form is attached to the annual report to enable shareholders furnish particulars of their bank and CSCS account numbers to the Registrar.

Rights of Securities' Holders to ask Questions

Shareholders 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 28th June, 2017.

Dated the 1st day of June, 2017

BY ORDER OF THE BOARD

Funmi Adagun
Company Secretary / Legal Adviser
FRC/2013/NBA/0000004342

ETERNA PLC

RC: 124136

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