



**NOTICE IS HEREBY GIVEN** that the 27<sup>th</sup> Annual General Meeting of Eterna Plc will be held on Tuesday 18<sup>th</sup> August 2020 at the Shell 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 31<sup>st</sup> December 2019 before the shareholders.
2. To re-elect retiring Directors.
3. To re-appoint the Auditors and authorize the Directors to fix the remuneration of the Auditors.
4. To elect members of the Audit Committee.

**Special Business:**

5. To fix the remuneration of the Directors.
6. 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**

Due to the COVID-19 pandemic and the attendant directives issued by relevant authorities on physical distancing and a limit on the maximum number of persons at a gathering (not more than 20 persons), Shareholders' attendance at this Annual General Meeting (AGM) shall be by Proxy only, in accordance with the Corporate Affairs Commission's Guidelines on Holding of Annual General Meetings (AGM) of Public Companies using Proxies.

A Shareholder entitled to attend and vote at the Meeting can appoint a proxy to attend and vote in his/her/its stead. The proxy needs not be a shareholder. Consequently, Members are required to appoint a proxy of their choice from the following proxies to represent them at the Meeting:

- (a) Mr. Lamis Shehu Dikko (Chairman)
- (b) Mr. Mahmud Tukur (Managing Director/CEO)
- (c) Mr. Ignatius Adegunle (Shareholders Representative, Audit Committee)
- (d) Sir Sunny Nwosu (Minority Shareholder)
- (e) Mr. Boniface Okezie (Minority Shareholder)
- (f) Mrs. Bisi Bakare (Minority Shareholder)
- (g) Engr. MOT Olayiwola Tobun (Minority Shareholder)

For the appointment to be valid for the purposes of the Meeting, the duly completed proxy forms must be deposited at the office of the Registrars, GTL Registrars 274 Murtala Muhammed Road, Yaba, Lagos, or sent by e-mail to [info@gtlregistrars.com](mailto:info@gtlregistrars.com) not later than 48 hours to the time scheduled for the meeting.

A blank Proxy Form is included in the 2019 Annual Report & Accounts, which will also be available on the Company's website: [www.eternapl.com](http://www.eternapl.com) and that of the Registrars, [www.gtlregistrars.com](http://www.gtlregistrars.com). The Company has made arrangements at its cost, for stamp duty to be paid on the proxy forms.

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 30<sup>th</sup> to 31<sup>st</sup> July 2020 (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].

**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-Annual Report**

The electronic version of the Annual report is available at [www.eternapl.com](http://www.eternapl.com). Shareholders who have provided their email addresses to the Registrars will receive the electronic version of the Annual Report via email. Furthermore, shareholders who are interested in receiving the electronic version of the Annual report are kindly required to request via email: [info@gtlregistrars.com](mailto:info@gtlregistrars.com)

**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 11<sup>th</sup> August 2020.

**Website**

A copy of this notice and further information relating to the meeting are available on the Company's website at [www.eternapl.com](http://www.eternapl.com)

**Live Streaming of the AGM**

The AGM will be streamed live online. This will enable Shareholders and other relevant Stakeholders who will not be attending the meeting physically to also be part of the proceedings. The link for the live streaming will be made available on the Company's website: [www.eternapl.com](http://www.eternapl.com) and by the Registrars, in due course.

Dated the 21<sup>st</sup> day of July 2020

BY ORDER OF THE BOARD

  
Bunmi Agagu  
Company Secretary/Legal Adviser  
FRC/2013/NBA/0000004342

**ETERNA PLC** RC: 124136

5A Oba Adeyinka Oyekan Avenue  
(Formerly Second Avenue) Ikoyi, Lagos  
P.O. Box 5647, Marina, Lagos  
Telephone: +234 01-2797630, 01-2797631  
Email: [info@eternapl.com](mailto:info@eternapl.com)  
Website: [www.eternapl.com](http://www.eternapl.com)



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