



**PZ Cussons Nigeria PLC** (Reg No. 693)

45/47, Town Planning Way, Ilupeju Industrial Estate, P.M.B 21132, Ikeja, Lagos.

Tel: 01-7000180 Email: pzindustries@pzcussons.com

Website: www.pzcussonsng.com

**LAGOS, 7<sup>TH</sup> JANUARY 2021**

**PZ CUSSONS NIGERIA PLC – NOTIFICATION OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 72<sup>nd</sup> Annual General Meeting of PZ Cussons Nigeria Plc will be held at the Command Centre, 45/47 Town Planning Way, Ilupeju, Lagos, Nigeria on Friday, 29 January 2021 at 11.00 am for the following purposes:

**ORDINARY BUSINESS**

1. To lay before members the Report of the Directors, Financial Statements for the year ended 31 May 2020, the Report of the Auditors 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 Auditors.
5. To elect members of the Audit Committee.

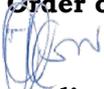
**SPECIAL BUSINESS**

6. To approve the remuneration of the Directors.
7. To consider and 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 the procurement of goods and services, on normal commercial terms, in compliance with the NSE Rules Governing Transactions with Related Parties or Interested Persons, be and is hereby renewed”.

**Dated this 17<sup>th</sup> day of December 2020**

**By Order of the Board**

  
**Jacqueline Ezeokwelum**  
**Company Secretary**  
**FRC/2015/NBA/00000020208**

PZ Cussons Nigeria PLC  
45/47, Town Planning Way  
Ilupeju Industrial Estate  
Lagos  
[www.pzcussons.com.ng](http://www.pzcussons.com.ng)

**NOTES**

**Attendance by Proxy**

1. In view of the COVID-19 pandemic, attendance at the Annual General Meeting (“AGM”) shall only be by proxy. A shareholder of the Company entitled to attend and vote at the AGM is advised to select from the under-listed proposed proxies, to attend and vote in his stead:



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- a. Mr. Gbenga Oyeboode, *MFR*
  - b. Mr. Panagiotis Katsis
  - c. Mr. Paul Usoro, *SAN*
  - d. Mrs. Elizabeth Ebi
  - e. Chief Isaac Obarinde
  - f. Honourable Bright Nwabughogu
  - g. Mr. Eric Akinduro
  - h. Mr. Patrick Ajudua
  - i. Sir Sunday Nwosu
2. The Proxy Form is attached to this AGM notice for your use. All instruments of proxy must be deposited at the registered office of the Company at **45/47, Town Planning Way, Ilupeju, Lagos, Nigeria**, or submitted via email to [info@firstregistrarsnigeria.com](mailto:info@firstregistrarsnigeria.com), or deposited at the office of the Registrars, First Registrars & Investors Services Limited, No. 2 Abebe Village Road, Iganmu, Lagos, Nigeria not later than 48 hours before the time fixed for the meeting.
3. It is a requirement of the law under the Stamp Duties Act, CAP S8, Laws of the Federation of Nigeria 2004 that any instrument that is intended to be used by or on behalf of any person entitled to vote at any meeting of shareholders must be duly stamped by the Commissioner of Stamp Duties.

**Note that the payment of stamp duties for all instruments of proxy shall be at the Company's expense.**

4. In the case of Joint Shareholders, the signature of any one of them will suffice, but the names of all Joint Shareholders must be stated.
5. If the Shareholder is a Corporation, the Proxy form must be under the Common Seal or under the hand of the same officer or attorney duly authorized by the Corporation to act on its behalf.

#### **Closure of Register**

##### **i) Qualification**

Members whose names appear in the Register of Members at the close of business on 19th October 2020 shall be qualified to receive dividends.

##### **ii) Closure of Register**

The Register of Members and Transfer Books of the Company will be closed from Monday, 11th January 2021 to Friday, 15th January 2021 (both dates inclusive) for the purpose of preparing an up-to-date Register of Members.

##### **iii) Payment of Dividend**

If the dividend of ten (10) Kobo per share recommended by Directors is approved by members at the Annual 72nd General Meeting, the dividend payments will be made on Monday, 1st February 2021 to Members whose names appear in the Register of Members at the close of business on 19th October 2020.

#### **Nominations for the Audit Committee**

The Audit Committee consists of three Shareholders and three Directors. In accordance with section 359 (5) of the Companies and Allied Matters Act, CAP C20, any member may nominate



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a Shareholder as a member of the Committee by giving notice in writing of such nomination to reach the Company Secretary at least 21 days before the Annual General Meeting.

#### **Unclaimed Dividend Warrants and Share Certificates**

Shareholders are hereby informed that several dividend warrants and share certificates remain unclaimed. Some dividend warrants have not been presented to the bank for payment or to the Registrar for revalidation. A list of such members has been circulated with the Annual Report. Affected members are advised to contact the Registrars.

#### **E-dividend/Bonus**

Pursuant to the directive of the Securities and Exchange Commission, members are hereby advised to open bank accounts, stock broking accounts and CSCS accounts for the purpose of the payment of e-dividend/bonus. Relevant forms are attached to this Annual Report for completion to furnish the particulars of these accounts to the Registrar.

#### **Rights of Shareholders to Ask Questions**

Pursuant to Rule 19.12(c) of The Nigerian Stock Exchange Rulebook 2015, shareholders have the right to ask questions not only at the Meeting, but also in writing prior to the Meeting and such questions shall be submitted to the Company Secretary not later than two weeks before the date of the Meeting.

#### **COVID-19 and Challenges of Convening a Physical Meeting**

1. As a result of the COVID-19 Regulations issued by the President of the Federal Republic of Nigeria and the directives of the Lagos State Government banning gatherings of more than 50 persons whether held in public or privately, as well as the social distancing rules prescribed by the Nigeria Centre for Disease Control, the directors are conscious of and very concerned about the wellbeing and lives of all the shareholders of the Company.
2. This is evidenced in the decision to hold this AGM in a manner that does not compromise the safety of lives of the Company's stakeholders or contravene the rules and regulations issued by the Federal and Lagos State Governments for the promotion of public health and safety of all.
3. The meeting will be presided over by the Chairman of the Board of Directors (the "**Board**") and the members of the Board who are resident in Lagos have committed to attend. Given the continued restrictions on public gatherings, the Board has resolved to deploy technology to enable shareholders of the Company attend and observe remotely the proceedings at the meeting. Accordingly, each shareholder will be able to either phone-in via a toll-free line or observe the proceedings through an internet webcast known as **Microsoft Teams**. The Board of Directors hereby advise Shareholders to explore these virtual (electronic) means of attending the meeting that have been put in place by the Company in strict compliance with extant COVID-19 regulations.
4. To avoid compromise in the integrity of the system to be deployed, the Board of Directors have directed that robust details of these arrangements (dial in details and specific phone numbers) be provided to Shareholders individually. The Company's Registrars will ensure that the details are sent to the telephone numbers and email addresses of individual Shareholders which are recorded in the Register of Members.



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5. The Board of Directors therefore encourages Shareholders to complete the Proxy Forms attached to the Notice of the AGM to ensure that their votes count. The Board further enjoins Shareholders to embrace virtual participation in the AGM. In this wise, a shortlist of individuals who will serve as proxies has been provided (and specified in these Notes). Shareholders are advised to entrust their votes in the care of the appointed Proxies. Each Shareholder is required to tick the relevant box on their Proxy Form to guide the decision of their proxy on whether to vote for or against the proposed resolutions on the agenda. Such proxy forms will be accepted for use in conjunction with the Annual General Meeting.
6. The Board of Directors strongly encourages Shareholders to vote in advance of the Annual General Meeting via the use of the Proxy Form to ensure a proper capture of all votes. This is regardless of the plan by a Shareholder to log-in and join the virtual AGM.
7. All Shareholders may on Friday, 29 January 2021, log-in to the Annual General Meeting from its commencement at 11am using the details that will be sent to the telephone numbers and email addresses of all Shareholders. We recommend that Shareholders afford themselves ample time to complete the login process in advance of the commencement of the AGM at 11am to afford them a complete and hitch free viewing. Where any difficulty is encountered, kindly call this technical support number 08034023889.
8. Should you have any questions regarding the contents of this Notice, please contact the PZ Cussons Secretariat at 08039221410 and your queries will be attended to.