

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 60<sup>th</sup> Annual General Meeting of the members of **NEIMETH INTERNATIONAL PHARMACEUTICALS PLC.** will be held at Oranmiyan Hall, Lagos Airport Hotel Limited, 111 Obafemi Awolowo Way, Ikeja, Lagos on Wednesday, 6<sup>th</sup> February, 2019 at 12.00 noon to transact the following businesses:

### **ORDINARY BUSINESS:**

1. Receive Report of the Directors, Statement of Financial Position as at September 30<sup>th</sup>, 2018 together with the Statement of Comprehensive Income for the year ended on that date and the Reports of the Auditors and Audit Committee thereon.
2. Ratify appointment of Director/Re-elect Directors
3. Authorize the Directors to fix the remuneration of the Auditors for the ensuing financial year
4. Elect members of the Audit Committee

### **5. SPECIAL RESOLUTION:**

- a. Approve the remuneration of Directors.
- b. “That pursuant to Articles 119 and 121 of the Memorandum and Articles of Association of the company, the recommendation of the Directors that the sum of ₦86,325,323.00 being part of the sum standing to the credit of the share premium account be capitalized and that the Directors be and they are hereby authorized to appropriate such sum to the holders of ordinary shares registered at the close of business on Thursday, 17<sup>th</sup> January, 2019 in the proportion to the number of ordinary shares then held by them respectively to apply such sum on behalf of such holders in paying in full 172,650,646 of the unissued ordinary shares in the capital of the company, such shares to be allotted, distributed and credited as fully paid up, to and amongst such holders in proportion of 1 for 10 ordinary shares then held and that such shall rank for all purposes pari-passu with the existing issued ordinary shares of the company.”

### **NOTES:**

#### **1. PROXY:**

A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself. A proxy needs not be a member.

A form of proxy is enclosed and if it is to be valid for the purpose of the meeting, it must be completed and deposited at the Registered Office of the Company at 16, Akanni Doherty Layout (Billings Way), Oregon Industrial Estate, Oregon or The Registrar, Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Adekunle, Yaba, Lagos not less than 48 hours before the time for holding the meeting.

#### **2. CLOSURE OF REGISTER AND TRANSFER BOOKS**

The Register of members and Transfer Books of the Company will be closed on Friday, 18<sup>th</sup> January, 2019 and re-opened on Wednesday, 23<sup>rd</sup> January, 2019 for the purpose of updating the records.

3. **AUDIT**

In accordance with Section 359(5) of the Companies and Allied Matters Act 1990, all re-nominations in writing of Members for election to the Audit Committee should reach the Company Secretary at least 21 days before the time for holding the Annual General Meeting.

4. **RIGHTS 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 the date prior to the meeting by which such questions must be submitted to the Issuer.

Dated this 17<sup>th</sup> day of December, 2018

**F. I. ONYENEKWE (MRS.)**

Company Secretary

FRC/2014/ICAN/00000010082

Registered Office

16, Akanni Doherty Layout (Billings Way)

Oregun Industrial Estate,

Oregun.