

NORTHERN NIGERIA FLOUR MILLS PLC.

RC - 9409



15, Mai Malari Road, Bompai Industrial Estate, Kano - Nigeria.

P. O. Box: 6640, Kano. Tel: +234 (0)8172888323.

Web: www.fnmplc.com Email: gp.kano@nnfmplc.com

NORTHERN NIGERIA FLOUR MILLS PLC

NOTICE OF ANNUAL GENERAL MEETING

Kano, 11 august, 2020

NOTICE IS HEREBY GIVEN that the forty eight (48th) **ANNUAL GENERAL MEETING** of Northern Nigeria Flour Mills PLC will be held at **THE BRISTOL PALACE HOTEL, 54/56 GUDA ABDULLAHI ROAD, FARM CENTRE, KANO** on Tuesday, 8th September, 2020 at 2 pm to transact the following business:

1. Receive the Audited Financial Statements for the year ended 31st March, 2020 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. Declare a dividend
3. Elect/Re-elect Directors
-To confirm the nomination of Mallam AbdulGaniyu Sani representing NNDC/NNIL on the board of NNFM PLC
-Also to confirm the appointment of Mr. Jack Cwach representing FMN, Lagos on the board of NNFM PLC
4. Authorize the Directors to fix the remuneration of the Auditors
5. Elect Members of the Audit Committee

NOTES:

1. PROXY

In view of the COVID-19 Pandemic, the restriction on mass gathering and in line with the Guidelines issued by the Corporate Affairs Commission on holding AGMs using Proxies, attendance at the AGM **shall only be by proxy**. Consequently, a member 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:

- Alhaji Rabiu Ibrahim Gwarzo
- Alhaji Sani Umar
- Mr. Gert J Kriek
- Alhaji Borodo Isa Mohammed
- Mr. Nwabughogu Bright
- Alhaji Musa Shittu
- Alhaji Rabiu Danmadara
- Mr Patrick Ajudua
- Alhaji Shehu Abdullah Tsoho

A proxy form is attached to the Annual Report and is also available at this url: shorturl.at/afhKA

DIRECTORS: Alhaji (Dr.) Aminu A. Dantata, CON, Mr. John G. Coumantaros (USA), Alhaji Rabiu M. Gwarzo, OON., Alhaji Sani Umar, Mr. Paul Gbededo, Alhaji Y.O. A. Saliu, Mr. Richard Hedges (British), Alhaji Mahmud Ahmed, Dr. Jibrilla Mohammed, Sadiq A. Usman.

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All instruments on appointment of proxy must be deposited at the office of the Company Registrars, Atlas Registrars Limited. 34 Eric Moore Road, Iganmu, Lagos, P.O Box 3554, Surulere or via email at registrars@atlasregistrars.com not later than 48 hours before the time fixed for the meeting. The Company has made arrangements to bear the cost of the stamp duties on the instruments on appointment of proxy.

2. DIVIDEND

The board recommends a dividend of 15 kobo (2019 Nil) per ordinary Shares of 50 kobo each. This dividend will be subjected to Withholding Tax at the approved rate.

3. DIVIDEND PAYMENT

If approved, the dividend will be payable on Thursday, 10th September, 2020 to shareholders whose names appear in the register of members at the close of business on Monday, 24th August, 2020. Shareholders who have completed the e-mandate activation forms will receive a direct credit of the dividend into their bank accounts on the payment date.

4. CLOSURE OF REGISTER

NOTICE IS HEREBY GIVEN that the Register of Members and Transfer Books of the company will be closed from Tuesday, 25th August to Friday 28th August 2020 both days inclusive.

5. AUDIT COMMITTEE

In accordance with section 359(5) of the Companies and Allied Matters Act CAP C20 LFN 2004, a nomination (in writing) by any member or shareholder for appointments to the Audit Committee should reach the Company Secretary at least 21 days before the Annual General Meeting.

The Code of Corporate Governance of the Securities and Exchange Commission (SEC) requires that some of the members of the Audit Committee should have basic financial literacy and be knowledgeable in internal control processes. We therefore request that nominations must be accompanied by a copy of the nominee's Curriculum Vitae.

6. UNCLAIMED DIVIDEND

Shareholders are hereby informed that some dividends warrants have been returned to the Registrars as unclaimed while some have neither been presented to the banks for payment nor to the Registrars for revalidation. A list of such unclaimed dividend will be circulated with the Annual Reports and the Financial Statements. Affected members are by this notice, advised to contact the Registrars at Atlas Registrars Limited. 34 Eric Moore Road, Iganmu, Lagos, P.O Box, 3554 Surulere or via email at registrars@atlasregistrars.com

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E-DIVIDEND/BONUS MANDATE

Pursuant to the Directive of the Securities and Exchange Commission, notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of e-dividend/bonus. A detachable form for e-dividend is attached to the Annual reports and also available at this url: shorturl.at/afhkA

This is to enable shareholders furnish particulars of their accounts to the Registrars as soon as possible. The forms can also be downloaded from the registrar's url: shorturl.at/afhkA. Shareholders are also advised to update their records with the Registrars using the Data Update form available at this url: shorturl.at/afhkA

All mandate and records update should be deposited at Atlas Registrars Limited, 34 Eric Moore Road, Iganmu, Lagos, P.O. Box 341, Apapa or via email at registrars@atlasregistrars.com.

7. RIGHT OF SHARHOLDERS TO ASK QUESTIONS

Pursuant to Rule 19.12 (c) of the Nigerian Stock Exchange's rule book 2015, please note that it is the right of every shareholder to ask question not only at the meeting but also in writing prior to the meeting. We urge that such questions be submitted to the Company Secretariat not later than one week before the date of the meeting.

8. ELECTRONIC ANNUAL REPORTS

The soft copy of the 2020 Annual Reports would be posted on our website and also sent to our shareholders who have provided their email addresses to the Registrars. Shareholders who are interested in receiving the soft copy of the 2020 reports should request via email to: registrars@atlasregistras.com

BY ORDER OF THE BOARD

Ogwuche Theophilus

Company secretary

FRC/2019/ICAN/00000019501

10 August, 2020

26 Post Office Road,

Kano, Nigeria

DIRECTORS: Alhaji (Dr.) Aminu A. Dantata, CON, Mr. John G. Coumantaros (USA), Alhaji Rabiu M. Gwarzo, OON., Alhaji Sani Umar, Mr. Paul Gbededo, Alhaji Y.O. A. Saliu, Mr. Richard Hedges (British), Alhaji Mahmud Ahmed, Dr. Jibrilla Mohammed, Sadiq A. Usman.