



Fidson Healthcare Plc

Notice of the 23rd Annual General Meeting

Notice is hereby given that **the 23rd Annual General Meeting** of **Fidson Healthcare Plc** will hold on Thursday, the **28th of July 2022** at the **Conference Centre 2nd Floor, Fidson Towers, 268 Ikorodu Road, Obanikoro, Lagos at 10.00 a.m.** to transact the following businesses:

Ordinary Business

1. To lay before the meeting the audited accounts for the year ended 31st December 2021 together with the reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend of 50 kobo per 50 kobo ordinary shares amounting to a total of N1,043,180,125 (one billion and forty-three million, one hundred and eighty thousand, one hundred and twenty-five naira, only).
3. To re-elect Mr. Olusegun Adebajji who is aged over 70 years as a Director pursuant to Sections 261 and 282 of the Companies and Allied Matters Act, 2020, special notice being hereby given and to re-elect other Directors who are due for re-election.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To disclose the remuneration of the Managers of the Company.
6. To elect members of the Audit Committee in accordance with Section 404(3) of the Companies and Allied Matters Act, 2020.

Special Business

7. To consider and if thought fit to pass the following as an ordinary resolution:

(i) ISSUANCE OF BONUS SHARES

“That in line with the recommendation of the Board of Directors and to comply with the provisions of Section 124 of the Companies and Allied Matters Act 2020 and Regulation 13 of the Companies Regulations 2021 with respect to the



Fidson Helthcare Plc

company's unallotted shares, a bonus issue of **one new** ordinary share of 50 kobo **for every ten** ordinary shares held as at the close of business on the **8th of July 2022**, and totaling **208,636,025** ordinary shares be and are hereby issued to rank pari-pasu in all respects with the existing ordinary shares of the company.

- (ii) “That, in furtherance of the above and pursuant to Section 430(5) of the Companies and Allied Matters Act, 2020, the sum of N104,318,012.50 (one hundred and four million, three hundred and eighteen thousand and twelve naira, fifty kobo) out of the total balance of N4,933,932,000 (four billion, nine hundred and thirty-three million, nine hundred and thirty-two thousand naira) only standing to the credit of share premium account be and it is hereby applied for the bonus issue.’
- (iii) “That the Directors be and are hereby authorized to allot any outstanding amount of shares after the bonus issue whether by way of Employee Shares schemes or in any manner as they may deem fit for consideration that shall be fixed by them’
- (iv) “That the Directors be and are hereby authorized to do all things necessary to give effect to the allotments with the relevant Regulators by way of registration and/or listing.’

8. To fix the remuneration of Directors.

9. To consider and if thought fit, to pass the following as an ordinary resolution:

“That, pursuant to Rule 20.8 of the rulebook of Nigerian Exchange Limited, 2015: Issuers Rule, the general mandate given to the Company to enter into recurrent transactions with related parties for the Company’s day-to-day operations, including amongst others the procurement of



Fidson Helthcare Plc

goods and services, on normal commercial terms be and is hereby renewed.”

NOTES

1. Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy form is attached. All instruments of proxy should be duly completed and deposited at the registered office of the company at No 268 Ikorodu Road, Obanikoro, Lagos or the office of the Registrars, Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Adekunle Yaba, Lagos or by email to info@meristemregistrars.com not later than 48 hours before the commencement of the meeting to enable the Company to stamp the proxy forms at its expense.

PROXY:

In view of the COVID-19 pandemic and the directives issued by relevant authorities on physical distancing and the ban on large gathering, the Corporate Affairs Commission has approved that attendance at the meeting shall only be by proxies. Consequently, Members are required to appoint any of the under-listed persons who are also shareholders of the Company including the Chairman as proxies to attend and vote in his/her/its stead:

1. *Mr. Segun Adebunji*
2. *Dr. Fidelis Ayebae*
3. *Chief Matthew Akinlade, FCA*
4. *Alhaji Abdulkabir Babatunde Sarumi*
5. *Mr. Solomon S. Akinsanya*
6. *Dr. Anthony O. Omojola*
7. *Mrs. Adebisi Bakare*
8. *Mr. Owolabi Peters.*
9. *Mr. Tunji Bamidele*
10. *Mr. Godwin Ede.*
11. *Barrister. Ganiyat Adetutu Siyanbola*



Fidson Helthcare Plc

- 12. Mr. Nonah Awoh.*
- 13. Mrs. Efunyemi Obideyi*
- 14. Mr. Badmus Tunde*

2. Dividend Payment

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, payment would be made on Friday, 29th of July 2022 to members whose names appeared in the Register of members at the close of business on the 8th of July 2022. In line with the directives of the Securities and Exchange Commission to pay dividends electronically by direct credit to the bank accounts of shareholders, the dividend would be paid accordingly.

3. Closure of Register of Members.

The Register of Members and Transfer Books of the company will be closed from 11th to 15th of July 2022 (both dates inclusive) for the annual general meeting's notice and payment of dividend.

4. Nomination of members of the Audit Committee

Any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the date of the Annual General Meeting.

Section 404 (5) of the Companies and Allied Matters Act 2020 provides that all members of the Audit Committee shall be financially literate and at least one member shall be a member of a professional accounting body established by an Act of the National Assembly in Nigeria. It may therefore be necessary to attach curriculum vitae to every nomination for verification.

5. E-Dividend

Pursuant to the directive of the Securities and Exchange Commission notice is hereby given to all shareholders to respectively open a bank account,



Fidson Helthcare Plc

stockbroking account and CSCS account for e-dividend. Forms are attached to this annual report for completion by all shareholders to furnish the particulars of these accounts to the Registrars (Meristem Registrars and Probate Services Limited) as soon as possible.

6. Securities holders' rights

In compliance with rule 19.12 (c) of Nigerian Exchange Limited, a member and other securities holders of the company may ask questions not only at the annual general meeting but also in writing before the meeting. Such questions should be submitted at least one week before the date of the meeting.

7. LIVE STREAMING OF THE AGM

To enable Shareholders and other Stakeholders who will not be able to attend the meeting physically to follow the meeting proceedings the Annual General Meeting will be streamed live. Link for the live streaming will be made available on the Company's website: www.fidson.com in due course.

BY ORDER OF THE BOARD

J. ABAYOMI ADEBANJO, FCIS
COMPANY SECRETARY
268, Ikorodu Road, Lagos

Dated this 21st day of June 2022
FRC/2013/ICSAN/00000002161