



Fidson Healthcare Plc RC 267435

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Lagos, 1st August 2022

RESOLUTIONS PASSED AT THE 23RD ANNUAL GENERAL MEETING OF FIDSON HEALTHCARE PLC

Fidson Healthcare Plc. held its 23rd Annual General Meeting on the 28th of July 2022 by proxy at its conference Centre, Head Office, 268 Ikorodu Road, Obanikoro Lagos: At the meeting, the following resolutions were passed unanimously:

- 1.) **PAYMENT OF DIVIDENDS:** The Shareholders unanimously approved a dividend of 50 kobo per 50 kobo ordinary shares amounting to N1,043,180,125.00
- 2.) **ELECTION AND RE-ELECTION OF DIRECTORS:** The Shareholders unanimously re-elected the 3 shareholders who retired by rotation, namely: Mr. Olusegun Adebajji, FCA, Mrs. Olufunmilola O. Ayebae and Mr. Olugbenga O. Olayeye.
- 3.) **FIXING OF AUDITOR'S REMUNERATION:** The Shareholders unanimously resolved that the Directors be and were authorized to fix the Remunerations of the Auditors for the financial year ending 31st December 2022.
- 4.) **DISCLOSURE OF MANAGERS REMUNERATION:** The remuneration of Managers in the sum of N421,087,000 was disclosed to the shareholders.
- 5.) **ELECTION OF MEMBERS OF THE STATUTORY AUDIT COMMITTEE:** A total of 6 nominees were presented to the shareholders out of which three were to be elected. After the elections, the following three shareholders were duly elected as shareholders representatives on the Audit Committee to hold office till the next annual general meeting.
Viz:
 1. Chief Matthew Akinlade, FCA
 2. Alh. Abdulkabir Babatunde Sarumi
 3. Mr. Sunday Solomon AkinsanyaThe Directors representing the Board on the Committee are Mr. Emmanuel E. Imoagene and Mrs. Olufunmilola O. Ayebae.
- 6.) **APPROVAL OF DIRECTORS' REMUNERATION:** The shareholders unanimously approved the remuneration of the Non-Executive Directors for the year ending 31st December 2022 in the sum of N23, 000,000.

Board of Directors:

Olusegun S. Adebajji FCA (Chairman)	Olufunmilola O. Ayebae (Mrs.)	Aishatu P. Sadauki (Mrs.) OON	Ekwunife N. Okoli	Abiola A. Adebayo (Executive)
Dr. Fidells A. Ayebae (MD/CEO)	Emmanuel E. Imoagene	Dr. Vincent I. Ahonkhai	Olugbenga O. Olayeye (Executive)	Ola E. Ijimakin (Executive)

Factory Address:

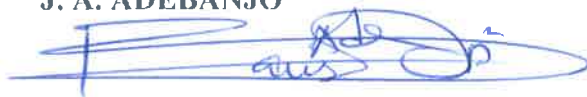
Veepee Avenue, Km. 38, Lagos-Abeokuta Expressway, Sango Ota, Ogun State, Nigeria.

7.) OF BONUS SHARES:

- (i) “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 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.) RENEWAL OF MANDATE ON RECURRING TRANSACTION WITH RELATED PARTIES: The Shareholders unanimously resolved “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 goods and services, on normal commercial terms be and is hereby renewed.”

J. A. ADEBANJO



COMPANY SECRETARY