

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 54th Annual General Meeting of Members of Cadbury Nigeria Plc. will be held in the Banquet Hall of the Civic Centre, Ozumba Mbadiwe, Victoria Island, Lagos on Friday, 21st June 2019 at 10:00 am to transact the following business:

### ORDINARY BUSINESS

- 1) To lay before the meeting, the Audited Financial Statements of the Company for the year ended 31 December 2018, the Report of the Directors, together with the reports 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 independent Auditors;
- 5) To elect members of the Audit Committee;

### SPECIAL BUSINESS

- 6) To consider and if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

"That, subject to the issued provisions of the Nigerian Stock Exchange (NSE), namely, The Rules Governing Transactions with Related Parties or Interested Persons, a General Mandate be and is hereby renewed for the Company to enter into recurrent related party transactions 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.

The Directors be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the transactions as authorised by this Ordinary Resolution.

- 7) To approve the remuneration of the Directors.

### NOTES

#### Proxies

A Member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. Such a proxy need not be a member of the Company. All instruments of proxy should be completed and deposited at the office of the Company's Registrar, First Registrars & Investor Services Ltd, Plot 2, Abebe Village Road, Iganmu, Lagos, NOT LATER than forty-eight (48) hours prior to the meeting.



## Cadbury Nigeria Plc

RC 4151

(A Part of the Mondelez International Family of Companies)

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w. www.Cadburynigeria.com

Cocoa Processing Plant  
Kilometre 5, Ondo/Akure Road,  
P.M.B 565 Ondo  
Ondo State

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### Closure of Register

The Register of Members and Transfer book will be closed from 20th May 2019 to 24th May 2019 (both days inclusive) for the purpose of updating the Register of Members.

### Dividend Warrants

If the payment of dividend is approved at the meeting, the warrants or accounts of shareholders with the appropriate dividend mandate will be posted/credited on Monday 24th June 2019 to holders of shares whose names appear in the Register of Members as at the close of business on 17th May 2019.

### Election of the Audit Committee

In accordance with section 359 (5) of the Companies and Allied Matters Act, Cap. C20, Laws of the Federation of Nigeria 2004, any member or shareholder may nominate another shareholder as a member of the Audit Committee by giving written notice of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

### Rights of Shareholders To Ask Questions

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

Dated this 20<sup>th</sup> day of March 2019.

By Order of the Board,

**Fola Akande**  
Company Secretary  
FRC/2013/NBA/00000001060  
Registered Office  
Cadbury Nigeria Plc,  
Lateef Jakande Road,  
Agidingbi, Ikeja, Lagos

