



Cadbury Nigeria Plc

RC 4151

(A Part of the Mondelez International Family of Companies)

Lateef Jakande Road, Agidingbi
P.O. Box 164, Ikeja, Lagos.
t +234(1)2717777
w www.Cadburynigeria.com

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

Lagos, 4th May 2021

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 56th Annual General Meeting of Members of Cadbury Nigeria Plc. will be held in the Learning & Development Centre, Cadbury Nigeria Plc, Lateef Jakande Road, Agidingbi, Ikeja, Lagos on Wednesday, 16th June 2021 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 2020, the Report of the Directors, together with the reports of the Auditors and the Audit Committee thereon;
- 2) To Disclose the remuneration of Managers of the company;
- 3) To declare a Dividend;
- 4) To elect/re-elect Directors;
- 5) To Authorise the Directors to fix the remuneration of the independent Auditors;
- 6) To elect members of the Audit Committee;

SPECIAL BUSINESS

- 7) 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.

- 8) To approve the remuneration of the Directors.

NOTES

Proxies

In view of the COVID-19 pandemic, attendance at the AGM shall only be by proxy. The Company has obtained the approval of the Corporate Affairs Commission (CAC) to hold the AGM by proxy. A Member entitled to attend and vote at the AGM is advised to select from the underlisted proposed proxies, to attend and vote in his stead:

- a) Mr. Adedotun Sulaiman MFR
- b) Mrs. Oyeyimika Adeboye
- c) Mrs. Ibukun Awosika
- d) Mrs. Mary Joke Shofolahan
- e) Pastor Oyelakin Awobode

A proxy form is attached to the Annual Report. All instruments of proxy must be deposited at the registered Office of the Company or the Office of the Registrars, First Registrars & Investor Services Limited, No. 2, Abebe Village





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Road, Iganmu, or sent to info@firstregistrarsnigeria.com and ebusiness@firstregistrarsnigeria.com Lagos not later than 48 hours before the time for holding the meeting.

NOTE: All instruments of proxy shall be at the Company's expense.

Closure of Register

The Register of Members and Transfer book will be closed from 17th May 2021 to 21st May 2021 (both days inclusive) for the purpose of updating the Register of Members.

Dividend Payments

If the payment of dividend is approved at the meeting, the accounts of shareholders with the appropriate e dividend mandate will be posted/credited on Thursday 17th June 2021 to holders of shares whose names appear in the Register of Members as at the close of business on 14th May 2021.

Unclaimed Dividend

Shareholders are hereby informed that some dividend have been returned to the Registrars as unclaimed. Affected members are by this Notice advised to contact the Registrars, First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos for resolution.

Election of the Audit Committee

In accordance with section 404 (6) of the Companies and Allied Matters Act, Cap. A320, Laws of the Federation of Nigeria 2020, 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. Section 404 (5) of the Companies and Allied Matters Act 2020 provides that all the members of the Audit Committee shall be financially literate and at least one (1) member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. The Code of Corporate Governance issued by the Financial Reporting Council of Nigeria also provides that members of the Audit Committee should be financially literate and able to read and interpret financial statements. In view of the same, we therefore request that nominations be accompanied by a copy of the nominee's Curriculum Vitae.

E-dividend mandate

Shareholders are kindly requested to update their records and advise First Registrars & Investor Services Limited of their updated records and relevant bank accounts for payment of their dividends. Detachable forms in respect of mandate for e-dividend payment, and shareholder data update are attached to the Annual Report for convenience. The forms can be downloaded from First Registrars & Investor Services Limited's website at www.firstregistrarsnigeria.com. The duly completed form should be delivered to First Registrars & Investor Services Limited, No 2, Abebe Village Road, Iganmu, Lagos.

Rights of Shareholders To Ask Questions

Pursuant to Rule 19.12 (c) of the Nigerian Exchange Limited'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.





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Electronic Information

Relevant documents in connection with the meeting are available to all shareholders from the date of this notice on the company's website www.cadburynigeria.com

Live Streaming of AGM Live

The AGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at www.cadburynigeria.com

Dated this 24th day of March 2021.

By Order of the Board,

Fola Akande
Company Secretary
FRC/2013/NBA/00000001060

Registered Office
Cadbury Nigeria Plc,
Lateef Jakande Road,
Agidingbi, Ikeja, Lagos





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PROXY FORM

CADBURY NIGERIA PLC

56th ANNUAL GENERAL MEETING TO BE HELD AT 10.00AM ON WEDNESDAY 16th JUNE 2020 AT THE LEARNING & DEVELOPMENT CENTRE, CADBURY NIGERIA PLC, LATEEF JAKANDE ROAD, AGIDINGBI, IKEJA, LAGOS.

I/We
being a member/members of Cadbury Nigeria Plc
hereby appoint **
..... Or failing him/her the
Chairman of the meeting as my/our proxy to act
and vote for me/us and on my/our behalf at the
Annual General Meeting of the Company to be held
on Wednesday, 16th June 2021 and at any adjournment
thereof.

Dated this Day of 2021

Shareholder's Signature

Notes:

Please sign the above proxy form and post it, so as to reach the address overleaf not later than 48 hours before the time for holding the Meeting. If executed by a corporation, the proxy form should be sealed with the Corporation's common seal.

The name of the Shareholder must be written in BLOCK CAPITALS on the proxy form where marked. Following the normal practice, the Chairman of the Meeting has been entered on the form to ensure that someone will be at the Meeting to act as your proxy, but if you wish, you may insert in the blank space on the form (marked **) the name of the person, whether a member of the Company or not, who will attend the Meeting and vote on your behalf instead of the Chairman.

A member (Shareholder) who is unable to attend the Annual General Meeting is allowed by law to vote on a poll by proxy. The above form has been prepared to enable you to exercise your right to vote, in case you cannot personally attend the Meeting.

RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS		
To Declare A Dividend		
To elect Mrs. Kofo Akinkugbe as a Director.		
To elect Ms. Nadia Mohamed as a Director		
To re-elect the following Directors retiring by rotation:		
Mr. Ogaga Ologe		
Mr. Sunil Parthasarathy		
To authorise the Directors to fix the remuneration of the Auditors		
To elect members of the Audit Committee		
SPECIAL BUSINESS		
To renew the general mandate of the company to enter into recurrent transactions with related parties for the company's day to day operations		
To approve the remuneration of the Directors		
Please indicate with 'X' in the appropriate space how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.		





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**CADBURY NIGERIA PLC
56th ANNUAL GENERAL MEETING
Shareholder's Admission Form
BEFORE POSTING THE ABOVE FORM, PLEASE TEAR OFF THIS PART AND RETAIN FOR ADMISSION TO THE
MEETING**

Please admit the shareholder on this form or his/her duly appointed proxy to the Annual General Meeting to be held at the Learning & Development Centre, Cadbury Nigeria Plc, Lateef Jakande Road, Agidingbi, Ikeja, Lagos at 10.00AM on Wednesday, 16th June 2021.

Name of Shareholder: Number of Shares Held:

Signature of person attending:

This admission form must be produced by the Shareholder or his/her proxy, who need not be a member of the Company, in order to obtain entrance to the Annual General Meeting.

