



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, 28th April 2022

THE COMPANIES AND ALLIED MATTERS ACT 2020

PUBLIC COMPANY LIMITED BY SHARES

CADBURY NIGERIA PLC

RC NO: 4151

NOTICE CONVENING THE 57TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 57th 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, 15th June 2022 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 2021, 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:
 - a) **“That**, subject to the provisions of the Rules of Nigerian Exchange Limited (NGX), 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 NGX Rules.
 - b) That 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.





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- 8) To consider and if thought fit, pass the following resolution as an Ordinary Resolution of the Company:
- That, in compliance with the requirements of Section 124 (2) of the Companies & Allied Matters Act 2020 and the Companies Regulations, 2021 and pursuant to Clause 44 (c) of the Company's Articles of Association, the share capital of the Company be reduced from **N2,747,827,802** divided into 573,423,608,730 ordinary shares to **N1,878,201,962** divided into 3,756,403,924 ordinary shares by cancelling **N869,625,840** amounting to 1,739,251,680 unissued shares of **50 kobo** each which have not been taken or agreed to be taken by any person.
 - That pursuant to the above resolution, Clause 5 of the Memorandum of Association of the Company be amended to reflect the issued share Capital of the Company after the cancellation of the unissued share capital as follows:

The Share Capital of the Company is One Billion, Eight Hundred and Seventy Eight Million, Two Hundred and One Thousand, Nine Hundred and Sixty Two Naira divided into three billion, seven hundred and fifty six million, four hundred and three thousand nine hundred and twenty four shares of Fifty Kobo each, with power to increase the capital and to divide the shares in the capital for the time being into several classes and to attach any preferential, deferred, qualified or special rights, privileges or conditions.

and;

- That the Directors be and are hereby authorised to enter into and execute any agreements, deeds, notices or any other documents, and to perform all acts and to do all such other things necessary for or incidental to giving effect to the resolution(s) above, including without limitation, appointing such professional parties, consultants and advisers and complying with the directives of the regulatory authorities.
- 9) To Approve the Directors Remuneration.

NOTES

Proxies

In the interest of public safety and having due regard to the Nigeria Centre for Disease Control (NCDC) COVID-19 Guidance for Safe Mass Gathering in Nigeria, the approval of the Corporate Affairs Commission (CAC) for the conduct of the Annual General Meeting (Meeting) using Proxies was obtained. Therefore, selected Proxies on the Proxy Form would be required to attend the meeting physically. All other shareholders have the options to attend the meeting online and to vote through a Proxy. A Member entitled to attend and vote is advised to select from any of the following individuals who are the selected Proxies to attend and vote in his/her stead:

1. Mr. Adedotun Sulaiman. MFR;
2. Mrs. Oyeyimika Adeboye;
3. Mrs. Ibukun Awosika;
4. Mrs. Mary Joke Shofolahan; and
5. Pastor Oyelakin Awobode





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A Proxy Form is attached to this Annual Report. 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 (please include the email of the Registrars), NOT LATER than forty-eight (48) hours prior to the meeting. The cost of stamping the proxy will be borne by the Company.

Closure of Register

The Register of Members and Transfer book will be closed from 13th May 2022 to 20th May 2022 (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 and whose names appear in the Register of Members as at the close of business on 12th May 2022 will be posted/credited on Thursday 16th June 2022.

Unclaimed Dividend

Shareholders are hereby informed that some dividend has been returned to the Registrars as unclaimed. Affected members are by this Notice advised to contact the Registrars, First Registrars & Investor Services Limited, Plot2, 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. 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) members shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. The Code of Corporate 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 nominees 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





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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.

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

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 27th day of April 2022.

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
57th ANNUAL GENERAL MEETING TO BE HELD
AT 10.00AM ON WEDNESDAY 15 JUNE 2022
THE LEARNING & DEVELOPMENT CENTRE, CADBURY NIGERIA PLC, LATEEF
JAKANDE ROAD, AGIDINGBI, IKEJA, LAGOS

RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS		
To Declare a Dividend		
To disclose the remuneration of the Managers of the Company		
To re-elect the following Directors retiring by rotation:		
Mr. Adedotun Sulaiman		
Mrs. Ibukun Awosika		
To authorize the Directors to fix the remuneration of the Auditors		
To declare a Dividend		
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 day to day operations:		
a) "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.		
b) That the Directors be and are hereby authorized 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 authorized by this Ordinary Resolution.		
Cancellation of Unissued Share Capital:		
To consider and if thought fit, pass the following resolution as an Ordinary Resolution of the Company:		
<ul style="list-style-type: none"> That, in compliance with the requirements of Section 124 (2) of the Companies & Allied Matters Act 2020 and the Companies Regulations, 2021 and pursuant to Clause 44 (c) of the Company's Articles of Association, the capital of the company be cancelled from 		





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<p>N2,747,827,802 to N1,878,201,962 by cancelling N869,625,840 unissued shares of 50 kobo each which have not been taken or agreed to be taken by any person.</p> <p>That pursuant to the above resolution, Clause 5 of the Memorandum of Association of the Company be amended to reflect the issued share Capital of the Company after the cancellation of the unissued share capital as follows:</p> <ul style="list-style-type: none"> The Share Capital of the Company is One Billion, Eight Hundred and Seventy-Eight Million, Two Hundred and One Thousand, Nine Hundred and Sixty Two Naira of Fifty Kobo each with power to increase the capital and to divide the shares in the capital for the time being into several classes and to attach any preferential, deferred, qualified or special rights, privileges or conditions. and; That the Directors be and are hereby authorised to enter into and execute any agreements, deeds, notices or any other documents, and to perform all acts and to do all such other things necessary for or incidental to giving effect to the resolution(s) above, including without limitation, appointing such professional parties, consultants and advisers and complying with the directives of the regulatory authorities. 		
<p>To approve the remuneration of the Directors</p>		
<p>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.</p>		

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, 15th June 2022 and at any adjournment thereof.

Dated this Day of 2022

Shareholder's Signature





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Notes:

Please sign the above proxy form and post it, so as to reach the address of the Registrars, First Registrars & Investors Ltd, Plot 2, Abebe Village, Iganmu, Lagos overleaf not later than 48 hours before the time for holding the Meeting. If executed by a company, the proxy form should be sealed with the company'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 any of the listed proxies in the Notice of Annual General Meeting, 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.

CADBURY NIGERIA PLC
57th 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 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, 15th June 2022.

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.

