



**Lagos, Nigeria, December 30, 2022**

**RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING OF ETERNA PLC HELD ON 29<sup>TH</sup> DECEMBER 2022**

At the Extraordinary General Meeting of Eterna Plc (the "Company") held on Thursday December 29, 2022 at The WheatBaker, 4 Onitolo Road, Ikoyi, Lagos at 11:00am, the following resolutions were proposed and duly passed as special resolutions of the Company:

1. That in compliance with Section 124 of the Companies and Allied Matters Act (CAMA) 2020 and Regulation 13 of the Companies Regulations 2021, the shareholders hereby authorize and approve the cancellation of N147,927,676.5 divided into 295,855,353 ordinary shares of N0.50 (Fifty Kobo) each, being the total number of unissued ordinary shares in the share capital of the Company.
2. That the Directors be and are hereby authorized to enter into and execute agreements, deeds, notices, and relevant documents, take all such lawful steps as may be required, by statute, and/or regulations, give such directions, as may be necessary or incidental, and appoint such professional parties, consultants and advisers as may be required, to comply with the directives of the regulatory authorities.
3. That pursuant to the cancellation of all the unissued shares in the share capital of the Company in accordance with resolution 1 above, Clause 6 of the Memorandum of Association of the Company be and is hereby deleted in its entirety and replaced with the following: "The Share Capital of the Company is N652,072,323.5 divided into 1,304,144,647 ordinary shares of ₦0.50 Kobo (Fifty Kobo) each.
4. That pursuant to the cancellation of all the unissued shares in the share capital of the Company in accordance with resolution 1 above, Article 3 of the Articles of Association of the Company be and is hereby deleted in its entirety and replaced with the following: "The Share Capital of the Company is N652,072,323.5 divided into 1,304,144,647 ordinary shares of ₦0.50 Kobo (Fifty Kobo) each".

**ETERNA PLC**  
RC: 124136

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**PORT HARCOURT:** Plot 184a Trans Amadi Industrial Layout, P.O. Box 10765 Port Harcourt, Rivers State, T: 234 84 463685, F: +234 84463684

**Abuja:** Plot 1031 Obafemi Awolowo Way, Utako District, FCT, Abuja. T: 234 9 7807094



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5. That the sections of the repealed CAMA 1990 cited in the Memorandum and Articles of Association of the Company be and are hereby replaced with the relevant sections in the CAMA 2020.
6. That the Directors be and are hereby authorized to do all such acts, deeds, matters and things as the Board may deem necessary to give effect to the aforementioned resolutions of the Company.
7. That all acts carried out by the Board of the Company hitherto in connection with the above, be and are hereby ratified.

**BY ORDER OF THE BOARD**

Mandella Golkus

**Company Secretary/Legal Adviser**

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