



RC 1837

## BERGER PAINTS NIGERIA PLC.

### NOTICE OF 64<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 64th Annual General Meeting (AGM) of Berger Paints Nigeria Plc. will be held at Lagos Marriott Hotel Ikeja, 122 Joel Ogunnaike Street, Ikeja GRA, Lagos State on Tuesday, 14 May 2024 at 11:00 a.m., or so soon thereafter, to transact the following business:

#### Ordinary Business

- To receive the Audited Financial Statements for the year ended 31 December 2023, together with the reports of the Directors, Auditors, Board Appraisers and Audit Committee thereon.
- To declare a final dividend.
- To re-elect the following Directors retiring by rotation:
  - Mr. Abi Ayida.
  - Mr. Adekunle Olowokande.
- To appoint Auditors of the Company.
- To authorise the Directors to fix the remuneration of the Auditors.
- To disclose the remuneration of the Managers of the Company.
- To elect members of the Audit Committee.

#### Special Business

- To approve the remuneration of Directors.
- To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That the general mandate given to the Company to enter into recurrent transactions of a revenue or trading nature with related parties or interested persons for the Company's day-to-day operations, be and is hereby renewed.*

#### Notes

##### I. Proxies

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her/its stead. A proxy need not be a member of the Company. A proxy form is attached to the Annual Report and Accounts. It may also be downloaded on the Company's website.

All instruments of proxy should be completed, duly stamped and deposited at the office of the Company's Registrars, Meristem Registrars and Probate Services Limited (Registrars) at 213 Herbert Macaulay Way, Adekunle, Yaba, Lagos State or via email to [info@meristemregisters.com](mailto:info@meristemregisters.com), not later than 48 hours before the time of holding the meeting.

The Company has made arrangements at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

##### II. Live Streaming of Meeting

Shareholders will also be able to participate electronically through the Company's Youtube Channel where the meeting shall be streamed live and comments noted. The link for the live streaming will be made available on the Company's website.

##### III. Closure of Register of Members and Transfer Books

The Register of Members and Transfer Books of the Company will be closed from Wednesday, 17 April 2024 to Tuesday, 23 April 2024 (both days inclusive) for the purpose of updating the Register of Members.

##### IV. Proposed Dividend/Payment Date

The Board of Directors of the Company are recommending a final dividend of 80 kobo per every 50 kobo ordinary share, payable less Withholding Tax. If the recommendation is approved at the meeting, the dividend will be paid electronically on 14 May 2024, to shareholders whose names appear on the Register of Members as of 16 April 2024, and who have completed the e-dividend registration and mandated the Registrars to pay their dividends directly into their bank accounts. With the interim dividend of 20 kobo per every 50 kobo ordinary share, earlier paid to shareholders less Withholding Tax, this brings the total dividend paid for the 2023 financial year to 100 kobo per every 50 kobo ordinary share.

Therefore, shareholders are advised to forward particulars of their account details to the Registrars to enable direct credit of their dividends on 14 May 2024.

##### V. Unclaimed Share Certificates and Dividend Warrants

Shareholders are hereby informed that a number of share certificates and dividend warrants have been returned to the Registrars as 'unclaimed'. Any shareholder affected by this notice is advised to contact the Company's Registrars, Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Adekunle Yaba, Lagos State, for resolution.

##### VI. E-Dividend

Shareholders are kindly requested to update their records and advise the Registrars 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 Meristem Registrars & Investors Services Limited's website at [www.meristemregistrars.com](http://www.meristemregistrars.com).

The duly completed forms should be delivered to Meristem Registrars & Investors Services Limited at 213 Herbert Macaulay Way, Adekunle Yaba, Lagos State.

##### VII. Nominations to the Audit Committee

In accordance with Section 404 (2) of the Companies and Allied Matters Act 2020, any member may nominate a shareholder as a member of the Audit Committee, by giving notice in writing, of such nomination to reach the Company Secretary at least 21 days before the Annual General Meeting.

##### VIII. Re-Election of Directors

Mr. Abi Ayida and Mr. Adekunle Olowokande are both retiring by rotation at this meeting in line with Section 285 of CAMA 2020. The retiring Directors, being eligible, are offering themselves for re-election as Directors at the AGM. The profiles of the Directors are contained in the Annual Report, which may be electronically downloaded at [www.bergerpaintsnig.com](http://www.bergerpaintsnig.com).

##### IX. General Mandate

In line with the Nigerian Exchange Limited Rules on transactions with Related Parties, the Company is required to seek a renewal of the general mandate from shareholders as per item 9 of the agenda above. Members had unanimously given a general mandate to the Company at the last Annual General Meeting to enable it enter into related party transactions for the Company's day-to-day operations.

##### X. Electronic Annual Report

The electronic version of the Annual Report will be available online for viewing and download from the Company website at [www.bergerpaintsnig.com](http://www.bergerpaintsnig.com). Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Reports via email. Furthermore, shareholders who are interested in the receiving the electronic version of the Annual Report should request via email to [info@meristemregistrars.com](mailto:info@meristemregistrars.com) or [customer@bergerpaintnig.com](mailto:customer@bergerpaintnig.com).

##### XI. Rights of Securities Holders

Shareholders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such written questions must be submitted to the Company Secretary/Legal Adviser, on or before 6 May, 2024.

##### XII. Profile of Directors

The profiles of all Directors are available for viewing on the Company's website at [www.bergerpaintsnig.com](http://www.bergerpaintsnig.com).

Dated the 12th Day of April, 2024.

#### By Order of the Board

**Omolara Bello**  
Company Secretary/Legal Adviser  
**FRC/2019/NBA/00000019782**  
102 Oba Akran Avenue,  
Ikeja, Lagos State.