



BERGER PAINTS NIGERIA PLC: NOTICE OF 60th ANNUAL GENERAL MEETING

Notice is hereby given that the Sixtieth (60th) Annual General Meeting (AGM) of Berger Paints Nigeria Plc. will be held by proxy at the Company's Head Office at 102, Oba Akran Avenue, Ikeja, Lagos State on Wednesday June 24, 2020 at 10:00 a.m., or so soon thereafter, to transact the following business:

Ordinary Business

1. To receive the Audited Financial Statements for the year ended 31st December, 2019, together with the reports of the Directors, Auditors, Board Appraisers and Audit Committee thereon.
2. To declare a dividend.
3. To re-elect the following retiring Directors:
 - a. Mr Raj Mangtani
 - b. Engineer Patrick Buruche
4. To authorise the Directors to fix the remuneration of the Auditors.
5. To elect members of the Audit Committee.

Notes

(I) Compliance with Covid-19 Related Directives and Guidelines

The Federal Government of Nigeria, State Governments, Health Authorities and Regulatory Agencies have issued some guidelines and directives aimed at curbing the spread of Coronavirus Pandemic in Nigeria. Particularly, the Lagos State Government via the Lagos State Infectious Diseases (Emergency Prevention) Regulations 2020, has prohibited the gathering of more than twenty (20) persons at any event. Subsequent to this, the Corporate Affairs Commission (CAC) issued Guidelines on holding the AGM of Public Companies by Proxy.

The convening and conduct of the AGM is thus being done in compliance with these directives and guidelines.

(II) Proxies

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy in his stead.

Accordingly, members entitled to attend and vote at this meeting can only vote through Proxies. In this regard, any member entitled to attend and vote, is advised to appoint a Proxy to attend and vote in his stead from any of the following persons:

- | | | | |
|----|----------------------------|---|------------------------------------|
| 1. | Mr Abi Ayida | - | Chairman/Non-Executive Director |
| 2. | Mr Kunle Olowokande | - | Non-Executive Director |
| 3. | Chief Nelson Nweke | - | Independent Non-Executive Director |
| 4. | Mrs Bisi Bakare | - | Shareholder Representative |
| 5. | Chief Sunny Nwosu | - | Shareholder Representative |
| 6. | Comrade Lawrence Oguntoye- | | Shareholder Representative |

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 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@meristemregistrars.com, not later than 48 hours before the time of holding the meeting.

Stamping of Proxy Forms- The Company has made arrangement 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 June 15 to June 19, 2020 (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 dividend of N0.25kobo per share, payable less Withholding Tax. If approved at the meeting, the dividend will be paid electronically on June 25, 2020, to shareholders whose names appear on the Register of Members as at June 11, 2020, who have completed the e-dividend registration and mandated the Registrars to pay their dividends directly into their bank accounts.

(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 & Investor Services Limited's website at www.meristemregistrars.com.

The duly completed forms should be delivered to Meristem Registrars & Investor Services Limited, 213, Herbert Macaulay, Yaba, Lagos.

(VII) Nominations to 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 (CAMA), 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/Legal Adviser at least 21 days before the Annual General Meeting.

(VIII) Election/Re-Election of Directors

Mr Raj Mangtani and Engr. Patrick Buruche are retiring by rotation at this meeting in line with Section 259 of CAMA. 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.

(IX) Electronic Annual Report

The electronic version of the Annual Report will be available online for viewing and download from our website: www.bergerpaintsnig.com. Shareholders who have

provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email. Furthermore, shareholders who are interested in receiving the electronic version of the Annual Report should request via email to info@meristemregistrars.com or customer care@bergerpaintnig.com.

(X) 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 June 19, 2020.

Dated the 19th day of May, 2020.

By Order of the Board



Ayokunle Ayoko
Company Secretary/Legal Adviser
FRC/2015/NBA/00000013900
102 Oba Akran Avenue
Ikeja, Lagos State.