

# BERGER



... enduring beauty and protection

RC 1837

## BERGER PAINTS NIGERIA PLC.

### NOTICE OF 61<sup>st</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty-first (61<sup>st</sup>) 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 Thursday May 20, 2021 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, 2020, together with the reports of the Directors, Auditors, Board Appraisers and Audit Committee thereon.
2. To declare a dividend.
3. To elect the following Directors:
  - a. Mrs. Ogechi Iheanacho
  - b. Mrs. Erejuwa Gbadebo
  - c. Mrs. Aisha Umar
  - d. Mr. Victor Olusegun Adeniji
4. To re-elect the following Directors retiring by rotation:
  - a. Mr. Kunle Olowokande
  - b. Mr. Anjan Sircar
  - c. Mr. Abi Ayida
5. To authorize the Directors to fix the remuneration of the Auditors.
6. To disclose the remuneration of the Managers of the Company.
7. To elect members of the Audit Committee.

#### Special Business

8. To approve retirement benefits for retiring Directors.

#### 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 large gatherings at any event and 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 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 Timothy Adesiyun | - | Shareholder Representative      |
| 4. Mrs. Bisi Bakare       | - | Shareholder Representative      |
| 5. Sir Sunny Nwosu        | - | Shareholder Representative      |
| 6. Mr. 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 at [www.bergerpaintsnig.com](http://www.bergerpaintsnig.com)

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](mailto:info@meristemregistrars.com), not later than 48 hours before the time of holding the meeting. 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.

##### (III) 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.

##### (IV) Closure of Register of Members and Transfer Books

In line with Section 114 of Companies and Allied Matters Act, (CAMA) 2020, the Register of Members and Transfer Books of the Company will be closed from May 3 to May 7, 2021 (both days inclusive) for the purpose of updating the Register of Members.

##### (V) Proposed Dividend/Payment Date

The Board of Directors of the Company are recommending a dividend of ₦0.40kobo per share, payable less Withholding Tax. If approved at the meeting, the dividend will be paid electronically on May 21, 2021, to shareholders whose names appear on the Register of Members as at April 30, 2021, who have completed the e-dividend registration and mandated the Registrars to pay their dividends directly into their bank. Shareholders are advised to forward particulars of their account details to the Registrars to enable direct credit of their dividends on the same day.

##### (VI) 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.

##### (VII) 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](http://www.meristemregistrars.com). The duly completed forms should be delivered to Meristem Registrars & Investor Services Limited, 213, Herbert Macaulay, Yaba, Lagos.

##### (VIII) Nominations to the Statutory Audit Committee

In accordance with Section 404 (6) of the CAMA 2020, any member may nominate a shareholder as a member of the Statutory Audit Committee, by giving notice in writing, of such nomination, along with the nominee's resume, to the Company Secretary/Legal Adviser at least 21 days before the AGM.

##### (IX) Election of Directors

Mrs. Ogechi Iheanacho was appointed a Non-Executive Director effective January 2, 2021. Mrs. Aisha Umar and Mrs. Erejuwa Gbadebo were appointed Independent Non-Executive Directors effective January 27, 2021 whilst Mr. Victor Olusegun Adeniji was appointed as an Independent Non-Executive Director effective February 16, 2021. All the foregoing appointments were made subject to Shareholders' approval at this meeting.

##### (X) Retirement/Re-Election of Directors

Chief Musa Danjuma, Chief Nelson Nweke, and Mr. Sanjay Datwani are all retiring effective May 21, 2021 and they will not be standing for re-election. Engineer Patrick Buruche had retired from the Board effective December 31, 2020.

In line with Section 285 of CAMA 2020, Messrs Kunle Olowokande, Anjan Sircar and Abi Ayida are all retiring by rotation at this meeting. The retiring Directors, being eligible, are offering themselves for re-election as Directors at the AGM.

##### (XI) Electronic Annual Report

The electronic version of the Annual Report will be available online for viewing and download from the Company's 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 Report via email. Furthermore, shareholders who are interested in receiving the electronic version of the Annual Reports should request via email to [info@meristemregistrars.com](mailto:info@meristemregistrars.com) or [customercare@bergerpaintnig.com](mailto:customercare@bergerpaintnig.com).

##### (XII) 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 should be submitted to the Company Secretary/Legal Adviser, on or before May 14, 2021.

##### (XIII) Profile of Directors

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

Dated the 26th day of March, 2021.

By Order of the Board

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