

THOMAS WYATT NIGERIA PLC

RC. No. 663

MANUFACTURER OF PAPER & PAPER PRODUCTS

10, ABEBE VILLAGE ROAD, IGANMU, P.M. BAG 1006 EBUTE-METTA, LAGOS, NIGERIA.

TEL: 09133591094 e-mail: info@thomaswyattng.com. www.thomaswyattng.com

NOTICE OF 65TH TO 75TH ANNUAL GENERAL MEETINGS

NOTICE IS HEREBY GIVEN that the 65th to 75th Annual General Meeting of Thomas Wyatt Nigeria Plc. will be held at NAN Hall at National Arts Theater, Iganmu, Lagos, on **Thursday 30th November, 2023** at **11.00 a.m.** to transact the following business:

ORDINARY BUSINESS

1. To lay before the members, the consolidated financial statements for the years ended 31st March, 2013 to 31st March, 2023, together with the reports of the Directors, Auditors, and the Audit Committee thereon.
2. To authorize the Directors to fix the remuneration of the Auditors.
3. To elect/re-elect director(s).
4. To elect members of the Statutory Audit Committee.

SPECIAL BUSINESS

5.1. Bonus Issue

"That pursuant to Article 43 of the Articles of Association of the Company, and section 430 of the Companies and Allied Matters Act, 2020, and all other applicable laws and regulations, the Directors be and are hereby authorized to capitalize the sum of **₦88, 000, 000 (Eighty-Eight Million Naira)**, out of the balance standing to the credit of the Share Premium Account, as at **31st March, 2023**, and available for distribution, and to appropriate the said capitalized sum to the members registered on the Register of Members at the close of business on **23rd November, 2023**, (Qualification Date), on the condition that the sum appropriated shall not be paid in cash but applied in paying up, in full, at par, **176,000,000 (One Hundred and Seventy Six Million) Ordinary shares of 50 Kobo each (Bonus Shares)**, out of the **280,000,000 (Two Hundred and Eighty Million) unissued ordinary shares of 50 Kobo each** to and amongst such members in the proportion of four new ordinary share of **50 kobo** for every five ordinary shares of **50 kobo** each held by them as at the qualification date, and which Bonus shares shall rank *Pari passu* in all respects with the existing ordinary shares of the Company".

5.2. "That the Directors be and are hereby authorized to deal with fractional shares resulting from the issuance of the Bonus Shares, as they deem fit pursuant to the extant laws, rules and regulations".

6.1 Private Placement

To consider and if thought fit, pass the following with or without modification as special resolutions of Thomas Nigeria Wyatt Plc.

"That subsequent to 5.1 and 5.2 above, the Directors be and are hereby authorized to issue, by way of Private Placement, **104,000,000 (One Hundred and Four Million) Ordinary Shares of 50 kobo each** being the remainder of **280,000,000 (Two Hundred and Eighty Million) unissued Ordinary shares of 50k each** in the share capital of the Company to identified existing and or new investors, at the price of **₦2.00 kobo per share**"

6.2. "That subject to the approval of the Nigerian Exchange Limited (**NGX**), the shares being issued (by way of Private Placement) shall be listed on the Nigerian Exchange Limited (**NGX**) upon its conclusion",

7. Increase in Share capital

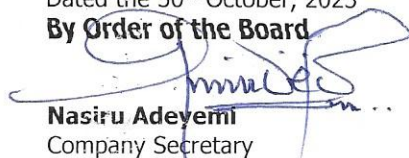
a) "That the Issued Share Capital of the company be increased from Two Hundred and Fifty Million Naira (N250,000,000) to Five Hundred Million (N500,000,000) by the creation of Five Hundred Million (N500,000,000) Ordinary Shares of **50 Kobo** each such shares ranking *pari passu* in all respects with the existing shares in the Capital of the company.

b) That the Directors of the Company be and are hereby authorized to raise additional capital for the Company whether by way of debenture, or debt instruments or by the issuance of equity to be undertaken by way of public offer or otherwise with or without preferential allotments and or rights issue or a combination of any of these either locally or internationally and upon such terms and conditions as the Directors may deem fit in the interest of the company.

8. "That the Directors of the Company, be and are hereby authorized to take all necessary steps required to give full effect to all the above resolutions including procurement of regulatory authorities' approvals, execution of any documents, all regulatory filings and appointment of professional advisers, and to perform all such other acts and do all such other things as may be necessary for all incidental to effecting the above resolutions".

Dated the 30th October, 2023

By Order of the Board


Nasiru Adeyemi
Company Secretary

10, Abebe Village Road, Iganmu, Lagos State.



STEPHEN S. MAYAKI
(CHAIRMAN)

DIRECTORS: AYODELE KUDAISI (MRS), OLADELE LAWORE, SENATOR NENADI USMAN (MRS)



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NOTES

1(a). Proxy

A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend instead of him. A proxy needs not be a member. A Proxy Form is attached to this Notice of Meeting. If the Proxy Form is to be valid for the purposes of the meeting, it must be completed and deposited at the office of the Registrar, Meristem Registrars & Probate Services Ltd, 213, Herbert Macaulay Way, Yaba, Lagos, or emailed to info@meristemregistrars.com not less than forty-eight (48) hours prior to the time of the meeting.

(b). Stamping of Proxy Forms:

The Company has made adequate arrangements to bear the cost of stamp duty on all unstamped instruments of proxy that are submitted to the Registrars within the stipulated time.

2. Closure of Register of Members

The Register of members and transfer Books of the Company will be closed from 20th – 24th November, 2023 (both days inclusive) for the purpose of updating the Register of Members.

3. Right of shareholders to Ask Questions:

Shareholders have a right to ask questions at the Annual General Meeting not only at the Meeting, but also in writing prior to the Company. Such questions must be submitted to the Company Secretary or sent by electronic mail to info@meristemregistrars.com on or before the **29th day of November, 2023**.

4. Audit Committee

In accordance with Section 404(6) of the Companies and Allied Matters Act, 2020, any shareholder may nominate another shareholder for appointment to the Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least 21 days before the Annual General Meeting.

5. The Nigerian Code of Corporate Governance, 2018 provides that the tenure of external auditors must not exceed ten (10) years continuously. Where at the commencement of the Code, the auditors have already exceeded ten (10) years, such auditors should cease to hold office as auditors of the company at the next Annual General Meeting, and may not be considered for re-appointment until after a period of seven (7) years after disengagement.

In compliance with the Nigerian Code of Corporate Governance therefore, our retiring auditors Messrs BBC Professionals (Chartered Accountants) shall not be re-appointed at the next Annual General Meeting, having served as the Company's auditors for more than ten (10) years. In their stead, Messrs. Nexia Agbo Abel & Co. will be appointed auditors of the Company.



STEPHEN S. MAYAKI
(CHAIRMAN)

DIRECTORS: AYODELE KUDAISI (MRS), OLADELE LAWORE, SENATOR NENADI USMAN (MRS)

A handwritten signature in blue ink, with a blue ink stamp below it that reads "APEX MILL". The number "2" is written to the right of the signature.