

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the fifty-ninth (59th) ANNUAL GENERAL MEETING of Flour Mills of Nigeria PLC will be held at THE GRAND BALL ROOM, EKO HOTEL & SUITES, ADETOKUNBO ADEMOLA STREET, VICTORIA ISLAND, LAGOS on Wednesday 4th September 2019 at 12 noon to transact the following business:

ORDINARY BUSINESS:

1. Receive the Audited Financial Statements for the year ended 31st March 2019 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. Declare a dividend.
3. Re-elect Directors.
4. Authorize the Directors to fix the remuneration of the Auditors.
5. Elect members of the Audit Committee.

SPECIAL BUSINESS:

6. Fix the remuneration of the Directors.
7. Renew General Mandate for Related Party Transactions.

NOTES:

1. PROXY

A member of the company entitled to attend and vote at the above meeting is entitled to appoint a proxy to

attend and vote instead of him/her. A proxy need not be a member of the company. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of “Atlas Registrars Limited, 34 Eric Moore Road, Iganmu, Lagos, P.O. Box 341, Apapa” not later than 48 hours before the time fixed for the meeting.

2. DIVIDEND

The Board recommends a dividend of N1.20 (2018 – N1.00) per ordinary share of 50 kobo each. This dividend is to be declared out of accumulated pioneer profit.

3. DIVIDEND WARRANTS

If approved, the dividend will be payable on Friday 6th September 2019 to shareholders, whose names appear in the Register of Members at the close of business on Wednesday 14th August 2019. Shareholders who have completed the e-Mandate Activation Forms will receive a direct credit of the dividend into their bank accounts on the payment date.

4. CLOSURE OF REGISTER AND TRANSFER BOOKS

NOTICE IS HEREBY GIVEN that the Register of Members and Transfer Books of the Company will be

closed from Thursday 15th August to Wednesday 21st August 2019 both days inclusive.

5. AUDIT COMMITTEE

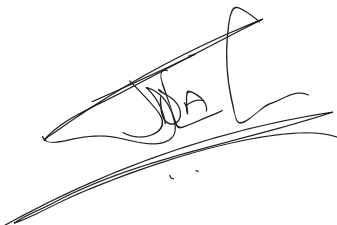
In accordance with Section 359(5) of the Companies and Allied Matters Act CAP C20 LFN 2004, a nomination (in writing) by any member or shareholder for appointment to the Audit Committee should reach the Company Secretary at least 21 days before the Annual General Meeting.

The Code of Corporate Governance of the Securities and Exchange Commission (SEC) requires that some of the members of the Audit Committee should have basic financial literacy and be knowledgeable in internal control processes. We therefore request that nominations must be accompanied by a copy of the nominee’s Curriculum Vitae.

6. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Pursuant to Rule 19.12 (c) of the Nigerian Stock Exchange’s Rule book 2015, please note that it is the right of every shareholder to ask questions not only at the meeting but also in writing prior to the meeting. We urge that such questions be submitted to the Company Secretariat not later than two weeks before the date of the meeting.

BY ORDER OF THE BOARD



UMOLU, JOSEPH A.O.

Company Secretary

FRC/2013/NBA/00000003687

9th July, 2019

1, Golden Penny Place,
Wharf Road,
Apapa, Lagos.

