



Flour Mills of Nigeria Plc RC 2343

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the fifty-eight (58th) ANNUAL GENERAL MEETING of Flour Mills of Nigeria PLC will be held at THE LANTANA HALL, EKO HOTEL & SUITES, ADETOKUNBO ADEMOLA STREET, VICTORIA ISLAND, LAGOS on Thursday 30th August, 2018 at 12 noon to transact the following business:

ORDINARY BUSINESS:

1. Receive the Audited Financial Statements for the year ended 31st March, 2018 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 N1.00 (2017 - N1.00) per ordinary share of 50 kobo. The dividend is to be declared out of accumulated pioneer profits.

3. DIVIDEND WARRANTS

If approved, the dividend will be payable on Monday 3rd September 2018 to shareholders, whose names appear in the Register of Members at the close of business on Friday 3rd August, 2018. Shareholders who have completed the e-Mandate Activation Forms will receive a direct credit of the dividend into their bank accounts on 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 Monday 6th August to Friday 10th August 2018 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, 2018
1, Golden Penny Place,
Wharf Road,
Apapa, Lagos.

Please note:

Shareholders MUST present a valid means of identification to be able to collect gifts at the meeting.