



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Seventh Annual General Meeting** of Notore Chemical Industries Plc. (the "Company"), will hold at **the Oduduwa Hall, Southern Sun Hotel, 47, Alfred Rewane Road (formerly Kingsway Road), Ikoyi, Lagos State, on Friday, 25th June, 2021 at 11.00am** prompt, to transact the following business:

ORDINARY BUSINESS:

- A. To receive and consider the Audited Financial Statements of the Company and of the Group for the year ended 30th September 2020, together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon.
- B. To appoint the External Auditors of the Company and to authorize the Directors of the Company to fix the remuneration of the External Auditors.
- C. To re-elect the following Directors who in accordance with Section 285(2) of the Companies and Allied Matters Act ("CAMA"), 2020 are retiring by rotation, but are eligible and have offered themselves for re-election:

- (i) Engr. Mike Orugbo, JP
- (ii) Mr. Bashir Lebada
- (iii) Mr. Femi Agbaje
- (iv) Mr. Seyi Hammond

(The profiles of the above-mentioned Directors for re-election are available in the Annual Report and on the Company's website: www.notore.com)

- D. To disclose the Remuneration of Managers in accordance with Sections 257 of CAMA.
- E. To elect the Shareholder Representatives of the Statutory Audit Committee.

SPECIAL BUSINESS:

To consider, and if approved, to pass, with or without modification, the following Resolutions:

That the accounting reference date and financial year-end of the Company be and is hereby changed from 30th September to 31st December.

That in view of the newly enacted Companies and Allied Matters Act ("CAMA"), 2020, and in accordance with Section 53 of CAMA, the Company's Memorandum and Articles of Association ("MemArts") be amended by aligning all references to the Companies and Allied Matters Act, 2004 with the corresponding section in CAMA 2020 and that the successive Articles be re-numbered serially.

That the Company Secretary be and is hereby authorized to take all such necessary steps to give effect to the above resolutions, including filing and certifying the relevant forms and returns at the Corporate Affairs Commission.

Copies of the Annual Report and Accounts for Notore Chemical Industries Plc for the financial year ended 30th September 2020 will be mailed to the Shareholders and will be available on the Company's website: www.notore.com. Printed copies can also be obtained by contacting DataMax Registrars at 2C, Gbagada Expressway, Anthony Oke Bus Stop, (by Beko Ransome Kuti Park), Shomolu, Lagos.

Dated this 2nd day of June, 2021

By Order of the Board



MRS. OTIVBO SALEH

Group Chief Legal Officer/Company Secretary

FRC/2018/NBA.000000018956

Registered Office:

Notore Industrial Complex
Onne, Rivers State

NOTES:

A. Attendance and Voting by Proxy

In line with the guidelines of the Corporate Affairs Commission ("CAC") on the conduct of Annual General Meetings ("AGM") of public companies by Proxies, and taking advantage of Section 254 of CAMA, 2020, the Company has obtained the approval of the CAC to hold the AGM with attendance by Proxies. Further, in the interest of public safety and having regard to the Nigeria Centre for Disease Control ("NCDC") COVID-19 Guidance for safe mass gatherings in Nigeria, and the restrictions on public gatherings by the Lagos State Government, only persons indicated to be selected as Proxies on the Proxy Form shall attend the Meeting physically while the other members may participate online through a live streaming of the AGM.

In compliance with the above Guidelines, members who are entitled to attend and vote at the AGM of the Company are hereby advised to select a Proxy from the following Selected Proxies to attend and vote in their place:

- | | |
|----------------------------------|------------------------------------|
| 1. Mr. Onajite Okoloko | (Director) |
| 2. Mr. Ohis Ohiwerei | (Group Managing Director/CEO) |
| 3. Mr. Ebiaho Emafo
Director) | (Group Deputy Managing
Managing |

4. Alh. Ali Yusuf Ali	(Shareholder)
5. Sir Sunny Nwosu	(Shareholder)
6. Mr. Seyi Odeinde	(Shareholder)
7. Mr. Mubashiru Abdulaziz	(Shareholder)
8. Alh. Kamilu Haske	(Shareholder)
9. Mr. Makanjuola Abdulyekini	(Shareholder)
10. Mr. Williams Adebayo	(Shareholder)
11. Mr. Mr. Moses Igbrude	(Shareholder)
12. Ms. Juliet Gbaka	(Shareholder)
13. Mr. Olugbosun Ariyo	(Shareholder)
14. Olugbosun Banji	(Shareholder)
15. Engr. Binuyo Sharafa	(Shareholder)

B. Closure of Register of Members

The Register of Members of the Company will be closed on 18th June 2021 in accordance with the provisions of Section 114 of CAMA, 2020 to enable the Registrars to prepare for the AGM.

C. E-Annual Report

The electronic version of the Annual Report ("**Annual Report**") is available online for viewing and download at www.notore.com. Shareholders who have provided their email addresses to the Registrars 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 are kindly required to request same from the Registrars.

D. Voting and Proxies

On a show of hands, every member present in person or by proxy shall have one vote, and on a poll, every member shall have one vote for each share of which he is the holder. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote instead of that member. A proxy need not be a member of the Company. All instruments of Proxy shall be at the Company's Instance.

Registered Shareholders who are unable to attend the Meeting and who wish to be represented at the Meeting, must complete and return the attached Form of Proxy in accordance with the instructions contained in the form, to the Registrars, **DataMax Registrars Limited at 2C, Gbagada Expressway, Anthony Oke Bus Stop, (by Beko Ransome Kuti Park), Shomolu, Lagos**, not less than forty-eight (48) hours before the time fixed for the Meeting. The Company has made arrangements, at its cost, for stamping of the duly completed and signed Proxy Forms submitted to the Registrars within the stipulated time.

E. Statutory Audit Committee

Section 404(3) of the Companies and Allied Matters Act, 2020, provides that the Statutory Audit Committee shall consist of two (2) Non-Executive Directors and

three (3) representatives of the Shareholders of the Company. Any Shareholder may nominate a Shareholder as a member of the Statutory Audit Committee.

In accordance with Section 404(6) of CAMA, such nomination should be in writing and should reach the Company Secretary at least twenty-one (21) days before the Annual General Meeting. Kindly note that the provision of Section 404(5) of CAMA requires all members of the Statutory Audit Committee to be financially literate and be knowledgeable in internal control process.

In view of the foregoing, nomination to the Statutory Audit Committee should be supported by the curriculum vitae of the nominees.

F. Details of Directors for Election/Re-election

Biographical details of Directors seeking election/re-election are provided in the Annual Report.

G. Questions from Shareholders

In line with Rule 19.12(c) of the Listing Rules of the Nigerian Exchange, Shareholders of the Company reserve the right to ask questions not only at the Annual General Meeting but also in writing prior to the Meeting on any item contained in the Annual Report and Accounts. For the good and orderly conduct of the Meeting, Shareholders are encouraged to kindly submit their questions in writing ahead of the Meeting. Such questions should be addressed to the Company Secretary and submitted to the Registered Office or by electronic mail at, companysecretariat@notore.com not later than 7 days to the date of the Meeting.

I. Live Streaming of the AGM

The AGM will be streamed live online to enable Shareholders and other relevant Stakeholders who will not be attending physically to follow the proceedings. The link for the live streaming of the AGM will be made available on the Company's website: www.notore.com and by the Registrars in due course.

J. Website

A copy of this notice, the electronic version of the Annual Report and other information relating to the Meeting can be found at www.notore.com.