

# Notice of Annual General Meeting



**NOTICE IS HEREBY GIVEN** that the 65th Annual General Meeting of the members of **Neimeth International Pharmaceuticals Plc** will be held at Oranmiyan Hall, Lagos Airport Hotel, 111 Obafemi Awolowo Way, Ikeja, Lagos on Thursday, 20<sup>th</sup> June 2024 at 11.00am to transact the following businesses:

## ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31<sup>st</sup> December 2023 and the Report of the Directors, External Auditors and Statutory Audit Committee thereon.
2. To ratify the appointment of the following Directors appointed since the last Annual General Meeting:
  - i. Pharm. Valentine C. Okelu
  - ii. Mr. Christopher Oshiafi
3. To re-elect the following Directors retiring by rotation:
  - i. Prof. Maurice M. Iwu
  - ii. Sir Ike T. Onyechi
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To disclose the remuneration of managers of the Company.
6. To elect the shareholder representatives of the Statutory Audit Committee.

## SPECIAL BUSINESS

7. To fix the remuneration of Directors.
8. That the Memorandum and Articles of Association of the Company be amended by the insertion of the following provision to replace the current one:

Article 48 - "The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other general meeting in that year and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held in such manner, at such time and place as the Directors shall appoint, including virtually or by any other electronic means"

## NOTES:

1. **PROXY**  
A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself. A proxy needs not be a member of the Company.  
A form of proxy is enclosed and if it is to be valid for the purpose of the meeting, it must be completed, duly signed and deposited at the registered office of the Company at 16, Akanni Doherty Layout (Billings Way), Oregun Industrial Estate Oregun or the office of the Registrar, Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Adekunle, Yaba, Lagos not less than 48 hours before the time fixed for the meeting.
2. **CLOSURE OF REGISTER**  
The Register of members and Transfer Books of the Company will be closed from Wednesday 12<sup>th</sup> June 2024 to Monday, 17<sup>th</sup> June 2024 for the purpose of updating the Register of Members.
3. **STATUTORY AUDIT COMMITTEE**  
In accordance with Section 404(6) of the Companies and

Allied Matters Act 2020, any member may nominate a shareholder as a member of the Audit Committee by giving written notice of such nomination to the Company Secretary at least 21 days before the time for holding the Annual General Meeting.

Kindly note that by virtue of the provisions of the Nigerian Code of Corporate Governance and the Companies & Allied Matters Act, all members of the Statutory Audit Committee should be financially literate and at least one member should be a member of a professional accounting body in Nigeria established by an Act of the National Assembly.

## 4. RE-ELECTION OF DIRECTORS AGED 70 YEARS OR MORE

In accordance with S. 282 of CAMA, special notice is hereby given that Prof M. Maurice Iwu and Sir Ike. T. Onyechi who have attained the age of 70 years will be presented for re-election as Non-Executive Directors on the Board of the Company at the 65<sup>th</sup> Annual General Meeting.

The profiles of the Directors offering themselves for re-election as well as profiles of Directors whose appointments are to be ratified are provided in the Annual Report and on the Company's website: [www.neimethplc.com.ng](http://www.neimethplc.com.ng).

## 5. RIGHTS OF SECURITIES HOLDERS TO ASK QUESTIONS

Securities holders have a right to ask questions not only at the meeting but also in writing prior to the meeting and such questions must be submitted to the Company Secretary on or before Monday, 17<sup>th</sup> June 2024.

## 6. E-DIVIDEND

Shareholders who are yet to complete the e-dividend form or who need to provide up to date records and relevant bank accounts are urged to complete the e-dividend form which can be detached from the Annual Report and Accounts or downloaded from the Company's website at [www.neimethplc.com.ng](http://www.neimethplc.com.ng). The duly completed form should be returned to Meristem Registrars and Probate Services Limited, 213, Herbert Macaulay Way, Adekunle, Yaba, Lagos.

## 7. UNCLAIMED DIVIDEND

Shareholders are hereby informed that some dividends have remained unclaimed and returned to the Registrar. Shareholders should therefore contact the Registrar for enquires to resolve any related issue.

Dated this 20<sup>th</sup> day of May, 2024

## BY ORDER OF THE BOARD

**CHINENYE S. ADEKANMBI (MRS.)**  
Ag. Company Secretary

**FRC/2024/PRO/NBA/004/657332**  
16, Akanni Doherty Layout (Billings Way)  
Oregun Industrial Estate, Oregun,  
Ikeja, Lagos.