

Notore

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting ("AGM") of Notore Chemical Industries Plc. (the "Company"), will hold at the Garden Camp Conference Hall, Notore Garden Camp Estate, Notore Industrial Complex, Onne, Rivers State, on Thursday, 22nd June, 2023 at 11.00am prompt, to transact the following business:

ORDINARY BUSINESS:

- A. To lay before members, the Audited Financial Statements of the Company and of the Group for the year ended 31st December 2022, together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon.
 - B. To re-appoint Messrs. Deloitte & Touche as the Company's External Auditors.
 - C. To authorize the Directors of the Company to fix the remuneration of the External Auditors.
 - D. To ratify the appointment of Mr. Jonathan Yusufu Pam as a Non-Executive Director of the Company.
 - E. 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) Mr. Ike Osakwe
 - (ii) Mr. Hassan Badrawi
 - (iii) Mr. Femi Agbaje
 - (iv) Mr. Tseyi Hammond
- (The profiles of the above-mentioned Directors are available in the Annual Report and on the Company's website: www.notore.com)*
- F. To disclose the Remuneration of Managers in accordance with Section 257 of CAMA.
 - G. To elect the Shareholder Representatives of the Statutory Audit Committee.

Printed copies of the Annual Report and Accounts for Notore Chemical Industries Plc for the financial year ended 31st December 2022 will be dispatched to the Shareholders, soft copies mailed to them electronically and made available on the Company's website: www.notore.com.

Dated this 30th day of May, 2023

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:**1. Closure of Register of Members**

The Register of Members of the Company will be closed on 5th June 2023 in accordance with the provisions of Section 114 of CAMA, 2020 to enable the Registrars prepare for the AGM.

2. 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.

3. 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 and all instruments of Proxy shall be at the Company's Instance. Additionally, Shareholders may nominate any of the Directors as proxy.

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, 2C, Gbagada Expressway, by Beko Ransome Kuti Park, Gbagada, 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.

4. Statutory Audit Committee

Section 404(3) CAMA, 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.

In accordance with Section 404(6) CAMA, any Shareholder may nominate another Shareholder for appointment to the Statutory Audit Committee. 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 a detailed curriculum vitae of the nominees, confirming the nominee's qualification.

5. Profiles of Directors for Election/Re-election

Biographical details of Directors seeking election/re-election are provided in the Annual Report and on the Company's website, www.notore.com.

6. Questions from Shareholders

In line with Rule 19.12(c) of the Listing Rules of the Nigerian Exchange Limited, 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.

7. Live Streaming of the AGM

The AGM will be streamed live online to enable Shareholders and other relevant Stakeholders who will not be attending the Meeting 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.

8. 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.