

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Eighth Annual General Meeting** of Notore Chemical Industries Plc. (the "Company"), will hold at the **External Ballroom Hall, Federal Palace Hotel, 6-8, Ahmadu Bello Way, Victoria Island, Lagos State**, on **Friday, 27th May 2022** at **11.00am** prompt, to transact the following business:

ORDINARY BUSINESS:

- To lay before members, the Audited Financial Statements of the Company and of the Group for the year ended 31st December 2021, together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon.
- To re-appoint Messrs. Deloitte & Touche as the Company's External Auditors.
- To authorize the Directors of the Company to fix the remuneration of the External Auditors.
- To ratify the appointment of Mr. Ebiaho Emafo as an Executive Director of the Company.
- 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:
 - Mr. Onajite Okoloko
 - Mr. Mike Jansa
 - Mr. Michael Osime
 - Mr. Ovie Ukiri

(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)
- To disclose the Remuneration of Managers in accordance with Section 257 of CAMA.
- To elect the Shareholder Representatives of the Statutory Audit Committee.

Copies of the Annual Report and Accounts for Notore Chemical Industries Plc for the financial year ended 31st December 2021 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 Limited, 2C, Gbagada Expressway, by Beko Ransome Kuti Park, Gbagada, Lagos.

Dated this 28th day of April, 2022
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. Additionally, in the interest of public safety and having regard to the reviewed Guideline on mass gathering by the Presidential Steering Committee on COVID-19, only persons indicated to be selected as Proxies on the Proxy Form shall attend the Meeting physically while 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 | (Group Deputy Managing Director) |
| 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. Moses Igbrude | (Shareholder) |
| 12. Ms. Juliet Gbaka | (Shareholder) |
| 13. Mr. Olugbosun Ariyo | (Shareholder) |
| 14. Akintunde Adeola | (Shareholder) |
| 15. Engr. Binuyo Sharafa | (Shareholder) |
| 16. Mr. Kenneth Nwosu | (Shareholder) |
| 17. Kudaisi Ayodele | (Shareholder) |
| 18. Samiat Adebanye | (Shareholder) |
| 19. Olayiwola Tobun | (Shareholder) |
| 20. Mr. Giwa Olalekan | (Shareholder) |

B. Closure of Register of Members

The Register of Members of the Company will be closed on 20th May 2022 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, 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.*

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.

H. 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.

I. 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.