



## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an **Extra-ordinary General Meeting** of Notore Chemical Industries Plc. (the "Company"), will hold virtually via [Notore EGM 2024](#) on **26<sup>th</sup> January, 2024** at **11.00am** prompt, to transact the following business:

### **SPECIAL BUSINESS:**

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

- A. That the Company be and is hereby authorised to increase the Share Capital of the Company from the sum of ₦2,000,000,000 (Two Billion Naira) to the sum of ₦2,015,082,750 (Two Billion, Fifteen Million, Eighty-Two Thousand, Seven Hundred and Fifty Naira) by the creation and addition of 30,165,500 (Thirty Million, One Hundred and Sixty-Five Thousand, Five Hundred) Ordinary Shares of ₦0.50k (Fifty Kobo) each, such shares to rank pari passu in all respects with the existing shares in the capital of the Company
- B. That the Company be and is hereby authorised to raise additional capital of ₦105,791,844,375 (One Hundred and Five Billion, Seven Hundred and Ninety-One Million, Eight Hundred and Forty-Four Thousand, Three Hundred and Seventy-Five Naira) by the issuance of 2,418,099,300 (Two Billion, Four Hundred and Eighteen Million, Ninety-Nine Thousand and Three Hundred) Ordinary Shares of ₦0.50k (Fifty Kobo) each at the price of ₦43.75 per share to an identified investor, by way of a Private Placement, on such dates and time and on such terms and conditions as may be determined by the Board of Directors (the "Board") of the Company (the "Transaction"), subject to the satisfaction of certain conditions precedent including without limitation, obtaining the approvals of relevant regulatory authorities;
- C. That the proceeds of the Transaction shall be utilised for such lawful purposes of the Company as may be determined by the Board, subject to obtaining the approvals of relevant regulatory authorities;
- D. That the Board be and is hereby authorised to consent to, approve, sign and/or execute any agreements, deeds and/or any other documents, appoint such professional parties and advisers; and perform all such other acts, including the processing of all regulatory approvals required; and do all such other things as may be necessary for, and/or incidental to, giving effect to the above resolutions. The Board may authorise the Company's management to perform any of its functions herein; and
- E. That all lawful acts carried out by the Board and management of the Company on behalf of the Company prior to the date of this resolution in connection with the Transaction, be and are hereby ratified.

*Soft copies of the EGM Notice and Proxy Form will be mailed to Shareholders electronically and made available on the Company's website: [www.notore.com](http://www.notore.com).*

Dated this 28<sup>th</sup> day of December, 2023

By Order of the Board

A handwritten signature in black ink, appearing to read "Otivbo Saleh", is written over a horizontal line.

MRS. OTIVBO SALEH

Group Chief Legal Officer/Company Secretary

FRC/2018/NBA.000000018956

**Registered Office:**

Notore Industrial Complex  
Onne  
Rivers State.

**NOTES:****A. Closure of Register of Members**

The Register of Members of the Company will be closed from 15<sup>th</sup> January 2024 to 25<sup>th</sup> January 2024, in accordance with the provisions of Section 114 of CAMA, 2020 to enable the Registrars prepare for the EGM.

**B. 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. 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.

**C. Virtual Meeting Link**

Further to Part 1 Paragraph 11 of the Schedule to the Business Facilitation (Miscellaneous Provisions) Act, 2023, this EGM will be held virtually. The Virtual Meeting Link for the Extra-Ordinary General Meeting is provided above and will also be available on the Company's website: [www.notore.com](http://www.notore.com)

**D. Questions from Shareholders**

Shareholders of the Company reserve the right to ask questions not only at the Extra-Ordinary General Meeting but also in writing prior to the Meeting. 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](mailto:companysecretariat@notore.com) not later than 7 days to the date of the Meeting.

**E. Live Streaming of the EGM**

The EGM 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 EGM will be made available on the Company's website: [www.notore.com](http://www.notore.com) and by the Registrars in due course.

**F. Website**

A copy of this Notice, Proxy Form and other information relating to the Meeting can be found at [www.notore.com](http://www.notore.com).