

# Notice of the Annual General Meeting



FOOD CONCEPTS PLC

## NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 19th Annual General Meeting of Food Concepts Plc will be held at Moremi Hall, Sheraton Hotel, Mobalaji Bank-Anthony Way, Ikeja, Lagos State on Wednesday 28th July 2021 at 11.00am, when there will be transacted the following businesses:

### Ordinary Business

- (1) To present the Audited Financial Statements of the Company for the accounting period ended 31st December 2020 and the Reports of the Directors, Auditors and Audit Committee thereon.
- (2) To re-elect Directors.
- (3) To authorise the Directors to determine the remuneration of the Independent Auditors.
- (4) To disclose the remuneration of Managers of the Company.
- (5) To elect members of the Audit Committee.

### Special Business

To consider and if thought fit, to pass as the following resolution as an Ordinary Resolution:

- (1) To fix the remuneration of the Directors.

To consider and if thought fit, to pass the following resolutions as Special Resolutions:

- (1) THAT the maximum number of Directors on the Board be increased from nine (9) Directors to eleven (11) Directors and that the Company's Articles of Association be hereby amended, to increase the size of the Board from 9 to 11.
- (2) THAT the Company's Articles of Association (Articles) be and are amended, in the form and content set out in the Annexure hereto, with immediate effect.

By Order of the Board

Dated the 24th day of June 2021

Mrs. Josephine Johnson, ACIS  
Company Secretary

### REGISTERED OFFICE

2, Ilupeju Bye Pass, Ilupeju, Lagos.

### Proxy

In view of the Covid-19 pandemic, the restriction on mass gatherings and in line with the Guidelines issued by the Corporate Affairs Commission on holding AGMs using proxies, attendance at AGM shall be by proxy only. Consequently, a member entitled to attend and vote at the AGM is advised to select from the under-listed proposed proxies to attend and vote in his stead.

- (i) Mr. Babatunde Fajemirokun
- (ii) Mr. David Butler
- (iii) Mrs. Anthonia Agbonifo
- (iv) Mr. Peter Eyanuku
- (v) Mr. Salau Mohammed Adebajo

A form of proxy is attached to the Annual Report and will also be available on the Company's website [www.foodconceptsplc.com](http://www.foodconceptsplc.com) and that of the Registrars [www.meristemregistrars.com](http://www.meristemregistrars.com). For the appointment to be valid for the purposes of the meeting, all instruments of Proxy must be completed and deposited at the office of the Registrar, Meristem Registrars Limited, 213 Herbert Macaulay Way, Sabo, Yaba, Lagos or via e-mail: [info@meristemregistrars.com](mailto:info@meristemregistrars.com) not less than 48 hours before the time for holding the meeting. The Company has made arrangements to bear the cost of stamp duties on the instrument of proxy.

### Audit Committee

In compliance with the provisions of section 404(6) of the Companies and Allied Matters Act, 2020, a nomination (in writing) by any member or a shareholder for appointment to the Audit Committee should reach the Company Secretary at least 21 days before the date of the Annual General Meeting.

### Right of Shareholders to Ask Questions

Shareholders have a right to ask questions not only at the meeting, but also in writing prior to the meeting, and such questions should be addressed to the Company Secretary and submitted to the registered office of the Company at least a week before the meeting.

### Electronic Annual Report

The soft copy of the 2020 Annual Report is available for viewing and download on our website [www.foodconceptsplc.com](http://www.foodconceptsplc.com) and that of the Registrars [www.meristemregistrars.com](http://www.meristemregistrars.com) and has been sent to our shareholders who have updated their records with their e-mail addresses to the Registrars.

### Live Streaming of the AGM

The AGM will be streamed live online. This will enable shareholders and relevant stakeholders who will not be attending the meeting physically to also be part of the proceedings. The link for the live streaming will be made available on the Company's website [www.foodconceptsplc.com](http://www.foodconceptsplc.com) and by the Registrars, in due course.

### Unclaimed Dividend

Shareholders are hereby informed that some dividends have remained unclaimed or are yet to be presented for payment or returned to the Registrar for revalidation. The list of all unclaimed dividends will be circulated to all affected Shareholders, and they are advised to contact the Registrar, Meristem Registrars, 213 Herbert Macaulay Way, Sabo, Yaba, Lagos or via e-mail: [info@meristemregistrars.com](mailto:info@meristemregistrars.com) to resolve any issue they may have with claiming the dividends.

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