

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

Notice is hereby given that **the 25th Annual General Meeting of Fidson Healthcare Plc** will hold on Thursday, the **4th of July 2024** at the Balmoral Convention Centre, 30 Mobolaji Bank-Anthony Way, Ikeja Lagos **at 10.00 a.m.** to transact the following businesses:

Ordinary Business

1. To lay before the meeting the audited accounts for the year ended 31st December 2023 together with the reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend of 60 kobo per 50 kobo ordinary shares amounting to a total of N1,376,997,765 (one billion, three hundred and seventy-six million, nine hundred and ninety-seven thousand, seven hundred and sixty-five naira) only.
3. To re-elect Mr. Olusegun S. Adebajji who is aged over 70 years as a Director pursuant to Sections 261 and 282 of the Companies and Allied Matters Act, 2020, special notice being hereby given AND to re-elect other Directors retiring by rotation.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To disclose the remuneration of the Managers of the Company.
6. To elect members of the Audit Committee in accordance with Section 404(3) of the Companies and Allied Matters Act, 2020.

Special Business

7. To fix the remuneration of Directors.
8. To consider and if thought fit, to pass the following as an ordinary resolution:
“That, pursuant to Rule 20.8 of the rulebook of Nigerian Exchange Limited, 2015: Issuers Rule, the general mandate given to the Company to enter into recurrent transactions with related parties for the Company’s day-to-day operations, including amongst others the procurement of goods and services, on normal commercial terms be and is hereby renewed.”
9. To consider and if thought fit to pass the following as a special resolution:

AUTHORITY TO RAISE ADDITIONAL CAPITAL

“That, pursuant to the provisions of Articles 4 and 29 of the company, provisions of the Companies and Allied Matters Act, 2020 and subject to the approval of the Securities and Exchange Commission and in compliance with the Listing Rules of the Nigerian Exchange Limited,

- i. “The Directors be and are hereby authorized to raise additional capital of up to N20,000,000,000 (Twenty billion naira) or such amount as the Directors may deem fit through an allotment of shares to be issued whether by way of a public offering, rights issue, strategic allotment, private/special placement or through a combination of methods, subject to terms and conditions to be determined by the Directors.
- ii. The Directors be and are hereby authorized to enter into any agreements and or execute any other documents necessary for and/or incidental to effecting the resolutions above.

- iii. The Directors be and are hereby authorized to appoint such professional parties and perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions, including without limitation, complying with directives of any regulatory authority as well as the increase in the company’s minimum capital.

NOTES

1. Voting by Interested Persons:

In line with the provisions of Rule 20.8(h) Rules Governing Related Party Transactions of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on Special Business item 8 above.

2. Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy form is attached. All instruments of proxy should be duly completed and deposited at the registered office of the company at No 268 Ikorodu Road, Obanikoro, Lagos or the office of the Registrars, Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Adekunle Yaba, Lagos or by email to info@meristemregistrars.com not later than 48 hours before the commencement of the meeting to enable the Company to stamp the proxy forms at its expense.

3. Dividend Payment

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, payment would be made on Friday, 5th of July 2024 to members whose names appeared in the Register of Members at the close of business on the 18th of June 2024. In line with the directives of the Securities and Exchange Commission to pay dividends electronically by direct credit to the bank accounts of shareholders, the dividend would be paid accordingly.

4. Closure of Register of Members.

For the purpose of payment of dividends and notice of the Annual General Meeting, the Register of Members and Transfer Books of the company shall close from the 19th to the 25th of June 2024 (both dates inclusive).

5. Nomination of members of the Audit Committee

Any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the date of the Annual General Meeting.

Section 404 (5) of the Companies and Allied Matters Act 2020 provides that all members of the Audit Committee shall be financially literate and at least one member shall be a member of a professional accounting body established by an Act of the National Assembly in Nigeria. It may therefore be necessary to attach curriculum vitae to every nomination for verification.

6. E-Dividend

Pursuant to the directive of the Securities and Exchange Commission notice is hereby given to all shareholders to respectively open a bank account, stockbroking account and CSCS account for e-dividend. Forms are attached to this annual report for completion by all shareholders to furnish the particulars of these accounts to the Registrars (Meristem Registrars and Probate Services Limited) as soon as possible.

7. Securities holders' rights

In compliance with rule 19.12 (c) of Nigerian Exchange Limited, a member and other securities holders of the company may ask questions not only at the annual general meeting but also in writing before the meeting. Such questions should be submitted at least one week before the date of the meeting.

8. LIVE STREAMING OF THE AGM

To enable Shareholders, Directors and other Stakeholders who will not be able to attend the meeting physically to follow the meeting proceedings the Annual General Meeting will be streamed live. The link for the live streaming will be made available on the Company's website: www.fidson.com in due course.

BY ORDER OF THE BOARD



J. ABAYOMI ADEBANJO, FCIS
COMPANY SECRETARY
268, Ikorodu Road, Lagos.

FRC/2013/ICSAN/00000002161

Dated this 3rd of June 2024.

