



**Unilever Nigeria PLC (RC 113)**

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[www.unilevernigeria.com](http://www.unilevernigeria.com)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Ninety-fifth (95th) Annual General Meeting of Unilever Nigeria Plc. will be held at the Unilever Nigeria Plc. Head Office, 1 Billingsway Oregun, Ikeja, Lagos on Friday 17 July, 2020 at 10.00am for the following purposes:

### **Ordinary business:**

1. To lay before the Members, the Report of the Directors, the Audited Financial Statements for the year ended 31 December, 2019 together with the Reports of the Audit Committee and the Independent Auditors thereon.
2. To elect or re-elect Directors, to wit:
  - i. To elect Mr Carl Cruz being a director elected since the last Annual General meeting
  - ii. To re-elect the following directors retiring by rotation
    - Mr Chika Nwobi
    - Mr Mutiu Sunmonu
  - ii. To consider a Resolution to re-elect His Majesty Nnaemeka A. Achebe CFR, MNI Obi of Onitsha retiring by rotation who is over 70 years of age. Special notice having been given to the Company pursuant to Section 256 of the Companies and Allied Matters Act CAP 20, Laws of Federation of Nigeria 2004
3. To authorize the Directors to fix the remuneration of the Independent Auditors.
4. To elect members of the Audit Committee.

### **Special business: By Ordinary Resolution**

5. To fix the remuneration of the Directors.
6. To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“That, pursuant to Rule 20.8 of the Rulebook of the Nigerian Stock Exchange 2015: Issuers Rule, a general mandate be and is hereby given authorizing the Company during the 2020 financial year and up to the date of the next Annual General Meeting, to procure goods, services and financing and enter into such incidental transactions necessary for its day to day operations from its related parties or interested persons on normal commercial terms consistent with the Company’s Transfer Pricing Policy. All transactions falling under this category which were earlier entered into in 2020 prior to the date of this meeting are hereby ratified.”**

**Directors:** His Majesty Nnaemeka A. Achebe, CFR, mni, Obi of Onitsha (Chairman), Carl Cruz (Managing Director) -Filipino, Abiola Alabi (Mrs), Ammuna Lawan Ali OON, Felix Enwemadu, Chika Nwobi, Adesola Sotande-Peters (Mrs), Mutiu Sunmonu CON





## **NOTES:**

### **Proxy**

In view of the COVID-19 pandemic, attendance at the AGM shall only be by proxy. A member of the company entitled to attend and vote is advised to select from the underlisted proposed proxies to attend and vote in his/her stead:

- His Majesty N A Achebe
- Mr Mutiu Sunmonu
- Sir Sunny Nwosu
- Mr Boniface Okezie
- Mr Matthew Akinlade
- Mr Gbenga Idowu
- Mrs Bisi Bakare
- Mr Adebayo Adeleke
- Mr Nornah Awoh

A detachable Proxy Form is enclosed and if it is to be valid for the purpose of the meeting, it must be completed and deposited at the office of the Registrars, Greenwich Registrars and Data Solutions Ltd. 274, Murtala Muhammed Way, Alagomeji, Yaba, Lagos P. M.B. 12717, Lagos or via E-mail: [proxy@gtlregistrars.com](mailto:proxy@gtlregistrars.com) not later than forty-eight (48) hours before the time of the meeting. NOTE: All instruments of proxy shall be at the Company's expense.

### **Nominations for the Audit Committee**

The Audit Committee comprises of three (3) shareholders and three (3) Directors. In accordance with Section 359 (5) of the Companies and Allied Matters Act Cap. C20, Laws of the Federation of Nigeria 2004, any shareholder may nominate another shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the date of the Annual General Meeting. The Securities and Exchange Commission's Code of Corporate Governance for public Companies stipulates that members of the Audit Committee should have basic financial literacy and should be able to read Financial Statements.

### **Unclaimed Dividends**

Shareholders are hereby informed that some dividend warrants have been returned to the Registrars as unclaimed while some have neither been presented to the Banks for payment nor to the registrar for revalidation. A list of such unclaimed dividends will be circulated with the Annual Reports and Financial Statements. Affected members are by this notice, advised to contact the Registrars at Greenwich Registrars and Data Solutions Ltd., 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos P. M.B. 12717, Lagos. Tel: 01 279 3161- 2 & +234 01 813 1925

E-Dividend/Bonus Mandate

Pursuant to the Directive of the Securities and Exchange Commission, notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of





e-dividend/bonus. A detachable application form for e-dividend is attached to enable shareholders furnish particulars of their accounts to the Registrars as soon as possible. The Forms can also be downloaded from the Registrars' website. Shareholders are also advised to update their records with the Registrars. All mandates and records update should be deposited at Greenwich Registrars and Data Solutions Ltd., 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos.

#### **Rights of Securities' Holders to ask Questions**

Securities' Holders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting and such questions must be submitted to the Company via the Company Secretary on or before Friday 10 July, 2020

#### **Electronic Annual Report**

The electronic copy of the 2019 Annual Report is accessible on [www.unilevernigeria.com](http://www.unilevernigeria.com) and also circulated by e mail to all Shareholders who have provided their email addresses to the Registrars. The Reports are also dispatched to Shareholders via their addresses in the shareholders' register. Shareholders who are interested in receiving an electronic copy of the 2019 Annual Report by e mail should request via: [info@gtlregistrars.com](mailto:info@gtlregistrars.com)

#### **Profile of Directors Standing for Election/re-election**

The profiles of the four (4) Directors standing for election/re-election are contained in the Annual Report.

#### **Live Stream of the Annual General Meeting**

The Annual General Meeting will be streamed live and a link will be provided on the Company's website subsequently for this purpose.

Dated 12 March, 2020

**By order of the Board**

**Mrs. Abidemi Ademola**  
**General Counsel GN & Company Secretary**  
FRC/2013/NBA/00000001646

Registered Office  
1, Billings Way,  
Oregon, Ikeja,  
Lagos.

