



**Unilever Nigeria PLC (RC 113)**

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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Ninety-third (93<sup>rd</sup>) Annual General Meeting of Unilever Nigeria Plc. will be held at the Shell Hall, Muson Centre, Onikan, Lagos on Thursday 10 May, 2018 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, 2017 together with the Reports of the Audit Committee and the Independent Auditors thereon.
2. To declare a Dividend
3. To elect/re-elect Directors.
4. To authorize the Directors to fix the remuneration of the Independent Auditors.
5. To elect members of the Audit Committee.

### Special business:

6. To fix the remuneration of the Directors.
7. 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 2018 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 2018 prior to the date of this meeting are hereby ratified.”**
8. To Consider and if thought fit, pass the following sub-joined resolutions as ordinary resolutions of the Company:
  1. **That the proposed sale of the Company’s Spreads (Blue Band margarine) business (the “Business”) and all assets attached to or deployed in connection with the Business (as will be more particularly described in the**

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**Directors:** His Majesty N.A. Achebe, CFR, mni, Obi of Onitsha (Chairman), Yaw Nsarkoh (Managing Director) -Ghanaian, A. Alabi (Mrs), A. Lawan Ali (Ms) OON, F. Enwemadu, C. Nwobi, A.N.A Peterside, CON, A. Sotande-Peters (Mrs), M. Sunmonu CON, J. Todd (British),





relevant transaction documents) to Sigma Bidco B.V., an entity incorporated by KKR & Co LP, or any of its nominees, assigns or subsidiaries (the “Disposal”) on such terms and conditions as may be approved by the Board of Directors of the Company (“the Board”), is hereby approved subject to obtaining relevant regulatory approvals;

- II. That the Board is hereby authorized to execute all relevant documents, appoint such professional advisers, take all necessary steps and to do such other acts or things as may be necessary, supplementary, consequential or incidental to giving effect to the Disposal including obtaining the relevant regulatory approvals and complying with the directives of any regulatory authority; and
- III. That all acts carried out by the Board and management of the Company hitherto in connection with the above, be and are hereby ratified.

#### **NOTES:**

##### **Proxy**

A member of the company entitled to attend and vote is entitled to appoint a proxy instead of him/her. A proxy need not also be a member. 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, GTL Registrars Ltd. 274, Murtala Muhammed Way, Alagomeji, Yaba, Lagos, not later than forty-eight (48) hours before the time of the meeting.

##### **Dividend warrants and closure of register**

The Board has recommended dividend payment which if approved, is payable less withholding tax. Dividend warrants will be payable on Friday, 11 May 2018 to the shareholders who are on the Company’s Register of Members at the close of business on Friday 13 April, 2018.

**NOTICE** is therefore given that the Register of Members and Transfer books of the Company will be closed from Monday 16 April, 2018 to Friday, 20 April, 2018 (both dates inclusive) to enable the preparation of payment of the dividend.

##### **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. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

### **Unclaimed Dividends**

Shareholders are hereby informed that several dividend warrants have been returned to the Registrars as unclaimed. Some Dividend warrants 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. Members concerned are advised to contact the Registrars at GTL Registrars Limited 274, Murtala Muhammed Way, Alagomeji, Yaba, Lagos Tel: 01 279 3161- 2 & +234 01 813 1925

### **E-Dividend/Bonus**

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 to enable shareholders furnish particulars of their accounts to the Registrars as soon as possible.

### **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 Thursday 3 May, 2018

**Dated this 15 March, 2018**

**By order of the Board**

A handwritten signature in black ink, appearing to read 'Abidemi'.

**Mrs. Abidemi Ademola**  
**Company Secretary & Legal Director GN**  
FRC/2013/NBA/00000001646

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

