



## THE TOURIST COMPANY OF NIGERIA PLC

6 - 8 Ahmadu Bello Way  
Victoria Island Lagos Nigeria  
Telephone +234 (1) 277 9000  
Websites: [www.tcn.com.ng](http://www.tcn.com.ng)  
[www.suninternational.com](http://www.suninternational.com)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 55<sup>th</sup> Annual General Meeting of the Tourist Company of Nigeria Plc will hold at the Federal Palace Hotel & Casino, 6 - 8 Ahmadu Bello Way, Victoria Island, Lagos on Tuesday 15<sup>th</sup> of September 2020 at 11:00 am to transact the following business:

#### **AGENDA**

##### **ORDINARY BUSINESS**

1. To lay before members for approval, the audited Financial Statements for the year ended 31<sup>st</sup> of December 2019 and to receive the report of the Directors, Audit Committee and Auditors thereon;
2. To retire and re-elect the Directors
  - Special Notice is hereby given to ratify the re-election of Dr. Alexander Thomopoulos as a Director of the Company, notwithstanding that he is above 70 years old.
3. To authorize the Directors to fix the remuneration of the External Auditors.
4. To elect members of the Statutory Audit Committee.

##### **SPECIAL BUSINESS**

1. To approve the remuneration of the Directors.
2. That shareholders approve and grant a general mandate to the Board of Directors to engage in transactions with related parties as subsequently would be required for the proper running and day to day operations of the Company.

Notes:

#### **I. PROXY**

A member of the Company entitled to attend and vote at the meeting who is unable to attend the meeting and wishes to be represented at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. A Proxy Form is enclosed herewith, and if it is to be valid for the purpose of the meeting, it must be completed and duly stamped by the Commissioner of Stamp Duties and deposited at the registered office of the Registrars, Greenwich Registrars and Data Solutions, 274 Murtala Muhammed Way, Yaba, Lagos not less than 48 hours before the time of the meeting. The form may also be sent via email [proxy@gtlregistrars.com](mailto:proxy@gtlregistrars.com).

In line with CAC's guidelines for holding AGM by proxy, the cost of stamping the proxy form will be borne by the Company.

#### **II. COMPLIANCE WITH REGULATORY GUIDELINES ON COVID-19**

In line with the Guidelines of the Corporate Affairs Commission (CAC) on the conduct of Annual General Meetings (AGMs) by Proxy, and the need to comply with government directives on health and safety measures against the COVID-19 pandemic, attendance at the AGM will be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

|                                |                          |
|--------------------------------|--------------------------|
| Mr Adesiyani Timothy           | Mr Ufuoma Ibru           |
| Mrs Bakare Adebisi Oluwayemisi | Dr Alexander Thomopoulos |
| Prince Dr Anthony Omojola      | Mr Bjorn Bjaaland        |

### III. NOMINATIONS FOR THE AUDIT COMMITTEE

In accordance with Section 359(5) of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004, any member may nominate a shareholder for election 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 Annual General Meeting. Such nominations should be guided by the requirements of the Securities and Exchange Commission's Code of Corporate Governance for Public Companies in Nigeria, 2011. Please note that it is advised that the nominees should have financial understanding and experience.

### IV. 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 must be submitted to the Company Secretary on or before Monday 31<sup>st</sup> of August 2020.

### V. CLOSURE OF REGISTER

The Register of Members and the Transfer Books of the Company will be closed from Tuesday 1<sup>st</sup> of September 2020 to Monday 7<sup>th</sup> of September 2020, both dates inclusive.

### BY ORDER OF THE BOARD



Florence Ojewumi  
FRC/2020/002/00000020640  
**For PUNUKA NOMINEES LIMITED**  
Company Secretary

Lagos  
20<sup>th</sup> August, 2020