



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
www.suninternational.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of The Tourist Company of Nigeria Plc (“general meeting”) will be held at the Federal Palace Hotel & Casino, 6 - 8 Ahmadu Bello Way, Victoria Island, Lagos on **Friday, October 28, 2022, at 2:30 pm** to consider and if deemed fit, pass with or without modification, the resolutions set out in this notice of general meeting and to transact such other business as may lawfully be dealt with at this general meeting:

AGENDA

SPECIAL BUSINESS

SPECIAL RESOLUTION

1. “To reduce the authorized but unissued share capital of the Company, in accordance with the Company’s Memorandum and Articles of Association and the requirements of the Companies and Allied Matters Act of 2020 from ₦2,000,000,000 (Two Billion Naira) divided into 4,000,000,000 (Four Billion) ordinary shares of ₦0.50 (Fifty Kobo) each to ₦1,123,218,736 (One Billion, One Hundred and Twenty-Three Million, Two Hundred and Eighteen Thousand, Seven Hundred and Thirty-Six Naira) divided into 2,246,437,472 (Two Billion, Two Hundred and Forty Six Million, Four Hundred and Thirty Seven Thousand, Four Hundred and Seventy Two) ordinary shares of ₦0.50 Kobo (Fifty Kobo) each, by cancelling a total of ₦876,781,264 (Eight Hundred and Seventy-Six Million, Seven Hundred and Eighty-One Thousand, Two Hundred and Sixty-Four Naira) from the total existing share capital of the Company.
2. That the Board of Directors be and is hereby authorized to take steps to give effect to the foregoing and to ensure compliance with all necessary statutory requirements and relevant regulatory approvals including, without limitation, obtaining the appropriate court sanctions from the Federal High Court of Nigeria.”

Notes:

I. **PROXY**

A member of the Company entitled to attend and vote at the general meeting who is unable to attend the general meeting and wishes to be represented at the general 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 general 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 general meeting. The form may also be sent via email to proxy@gtlregistrars.com.

The Tourist Company of Nigeria Plc. (trading as Federal Palace Hotel & Casino)
Directors: Chief A Idigbe SAN A Bulama U Ibru
AG Johnston* DR Mokhobo* GI Wood* TJD Kliegl* **
(*South African) (** Executive)
Company Registration No.: RC3781; TIN No.: 00275919-0001
Company Secretary: Punuka Nominees Limited

II. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders have a right to ask questions not only at the general meeting but also in writing prior to the general meeting and such questions must be submitted to the Company Secretary on or before Friday 14th of October 2022.

III. CLOSURE OF REGISTER

The Register of Members and the Transfer Books of the Company will be closed from Wednesday, October 12, 2022 to Tuesday, October 18, 2022.

BY ORDER OF THE BOARD

PUNUKA NOMINEES LIMITED