

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Eterna Plc will be held on Thursday 29th December 2022 at the The Wheatbaker, 4, Onitolo Road, Ikoyi, Lagos at 11.00am prompt to transact the following businesses:

SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolutions as special resolutions of the company:

1. That in compliance with Section 124 of the Companies and Allied Matters Act (CAMA) 2020 and Regulation 13 of the Companies Regulations 2021, the shareholders hereby authorize and approve the cancellation of N147,927,676.5 divided into 295,855,353 ordinary shares of N0.50 (Fifty Kobo) each, being the total number of unissued ordinary shares in the share capital of the Company;
2. That the Directors be and are hereby authorized to enter into and execute agreements, deeds, notices, and relevant documents, take all such lawful steps as may be required, by statute, and/or regulations, give such directions, as may be necessary or incidental, and appoint such professional parties, consultants and advisers as may be required, to comply with the directives of the regulatory authorities.
3. That pursuant to the cancellation of all the unissued shares in the share capital of the Company in accordance with resolution 1 above, Clause 6 of the Memorandum of Association of the Company be and is hereby deleted in its entirety and replaced with the following: "The Share Capital of the Company is N652,072,323.5 divided into 1,304,144,647 ordinary shares of N0.50 Kobo (Fifty Kobo) each."
4. That pursuant to the cancellation of all the unissued shares in the share capital of the Company in accordance with resolution 1 above, Article 3 of the Articles of Association of the Company be and is hereby deleted in its entirety and replaced with the following: "The Share Capital of the Company is N652,072,323.5 divided into 1,304,144,647 ordinary shares of N0.50 Kobo (Fifty Kobo) each".
5. That the sections of the repealed CAMA 1990 cited in the Memorandum and Articles of Association of the Company be and are hereby replaced with the relevant sections in the CAMA 2020.
6. That the Directors be and are hereby authorized to do all such acts, deeds, matters and things as the Board may deem necessary to give effect to the aforementioned resolutions of the Company.
7. That all acts carried out by the Board of the Company hitherto in connection with the above, be and are hereby ratified.

Dated this 5th day of December, 2022

BY ORDER OF THE BOARD



Mandella Golkus
Company Secretary/Legal Adviser
FRC/2022/PRO/NBA/002/00000023899

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 mail to proxy@gtdregistrars.com

All instruments of proxy submitted within the stipulated timeline shall be stamped at the Company's expense.

A corporate body being a member of the Company is required to execute proxy instrument(s) under seal.

CLOSURE OF REGISTER AND TRANSFER BOOKS:

The Register of members and Transfer Books will be closed from Thursday, 22nd December, 2022 to Friday, 23rd December, 2022 (both days inclusive) for the purpose of updating the Register of Members.

RIGHTS OF SECURITIES' HOLDERS 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 on or before Wednesday 28th December 2022.

WEBSITE

A copy of this notice and further information relating to the meeting are available on the Company's website at www.eternaplc.com

LIVE STREAMING OF THE EGM

The EGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the live streaming will be made available on the Company's website www.eternaplc.com and by the Registrar, in due course.

EXPLANATORY MEMORANDUM TO SHAREHOLDERS OF ETERNA PLC (THE "COMPANY") IN RESPECT OF THE RESOLUTIONS RELATING TO THE CANCELLATION OF UNISSUED SHARES.

A. BACKGROUND

I. The Corporate Affairs Commission ("CAC") by a notice titled 'Public Notice: Existing Companies and the requirements of Issued Shared Capital under the Companies and Allied Matters Act of 2020' and dated April 16, 2021 (the "CAC Notice"), instructed all existing companies incorporated in Nigeria to comply with the provisions of the Companies and Allied Matters Act No. 3 of 2020 (as amended) ("CAMA") and the CAC Regulations 2021, by ensuring that there are no unissued shares existing in their share capital by December 31, 2022.

II. In order to ensure compliance with the CAC Notice as well as avoid the imposition of any penalties on the Company, the Board considered the most optimal and suitable options available to the company vis-à-vis the Company's capital requirement. In this regard, cancellation of the shares is a preferred option.

i. In connection with the Share Cancellation option, the considered view of the Board is that:

- Whilst there is no specific provision of CAMA or the Companies Regulations 2021 that sets out a process for cancelling unissued shares of companies without more, mainly because CAMA does not recognize unissued shares, there is no provision of Nigerian law which would preclude shareholders from effecting the cancellation of unissued shares by passing a resolution to that effect.
- Section 868 of CAMA defines "share capital" as the "issued share capital of a company at any given time". Accordingly, to the extent the CAMA no longer recognizes or acknowledges unissued shares as forming part of a company's share capital, the extinguishment of such unissued shares (by way of cancellation) does not result in a reduction of the company's said capital.

III. the Board is of the considered opinion that the Share Cancellation is the most suitable option for the Company's compliance with the CAC directive.

B. IMPLEMENTATION OF THE SHARE CANCELLATION

To implement the Share Cancellation, the following key authorizations are:

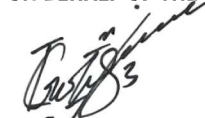
- a) Board resolution recommending the Share Cancellation to the Company's shareholders
- b) Shareholders' resolution approving the Share Cancellation and altering the Company's Memorandum and Articles of Association ("MemArts") to reflect the revised share capital of the Company – these resolutions are as set out in the EGM Notice.
- c) Making the relevant filings at the CAC recording the cancellation of the unissued shares and alteration of the Company's MemArts.

C. OUTCOME OF THE SHARE CANCELLATION

Upon conclusion of the Share Cancellation:

- a) The Company will cease to have unissued shares in its capital and would thus have complied with CAC directive.
- b) There would be no change in the number of issued shares of the Company and/or in the proportional shareholding held by each Shareholder; and
- c) There shall be no financial, tax, legal and/or other obligations imposed on the Shareholders in connection with their respective shareholdings in the Company.

ON BEHALF OF THE BOARD



Mandella Gokus
Company Secretary/Legal Adviser
FRC/2022/PRO/NBA/002/00000023899

PROXY FORM

ETERNA PLC
RC.124136

(Please tear off and complete)

I/We
of
Being a member/members of ETERNA PLC hereby appoint

Or failing him/her, Dr. Gabriel Ogbechie, OON the chairman of the meeting or failing him, Mr. Benjamin Nwaezeigwe, Managing Director/CEO as my/our proxy to act and vote for me/us on my/our behalf at the Extraordinary General Meeting to be held at 11:00am on Thursday 29th December, 2022.

As witness my/our hand(s) this Day of2022

Signed

NOTE:

1. All proxy forms must be deposited at the office of the registrar, GTL Greenwich Registrars & Data Solutions Limited, 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos, not less than 48 hours before the time for holding the meeting.
2. In the case of joint shareholders, anyone of such may complete the form, but the names of all joint shareholders must be stated.
3. It is a requirement of the law under the Stamp Duties Act, Cap C20, Laws of the Federation of Nigeria, 2004 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must be duly stamped by the Commissioner for Stamp Duties. All instrument of proxy shall be stamped at the company's expense.
4. If the shareholder is a corporation, this form must be under its common seal or under the hand of some officer.
5. Please indicate with an "X" in the appropriate space how you wish your votes to be cast on the resolutions set out.

Unless otherwise instructed, the proxy will vote or abstain at his discretion.

	SPECIAL BUSINESS	FOR	AGAINST
	To consider and if thought fit, pass the following Special Resolutions		
1.	That in compliance with Section 124 of the Companies and Allied Matters Act (CAMA) 2020 and Regulation 13 of the Companies Regulations 2021, the shareholders hereby authorize and approve the cancellation of N147,927,676.5 divided into 295,855,353 ordinary shares of N0.50 (Fifty Kobo) each, being the total number of unissued ordinary shares in the share capital of the Company;		
2.	That the Directors be and are hereby authorized to enter into and execute agreements, deeds, notices, and relevant documents, take all such lawful steps as may be required, by statute, and/or regulations, give such directions, as may be necessary or incidental, and appoint such professional parties, consultants and advisers as may be required, to comply with the directives of the regulatory authorities.		
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5.	That the sections of the repealed CAMA 1990 cited in the Memorandum and Articles of Association of the Company be and are hereby replaced with the relevant sections in the CAMA 2020.		
6.	That the Directors be and are hereby authorized to do all such acts, deeds, matters and things as the Board may deem necessary to give effect to the aforementioned resolutions of the Company.		
7.	That all acts carried out by the Board of the Company hitherto in connection with the above, be and are hereby ratified.		

BEFORE POSTING THE ABOVE FORM, PLEASE CUT OFF THIS PART AND RETAIN IT FOR ADMISSION TO THE MEETING

ADMISSION CARD | ETERNA PLC

EXTRAORDINARY GENERAL MEETING

PLEASE ADMIT ONLY THE SHAREHOLDERS NAMED ON THIS CARD OR HIS DULY APPOINTED PROXY TO THE COMPANY'S EXTRAORDINARY GENERAL MEETING TO BE HELD AT The Wheatbaker, 4, Onitolo Road, Ikoyi, Lagos on Thursday 29th December, 2022 at 11:00am prompt

NAME OF SHAREHOLDER/PROXY:.....

SIGNATURE: ADDRESS:.....

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRAR.

NOTE:

The attention of the Shareholder(s) is drawn to the right of the Chairman or failing him, the Managing Director/CEO to vote in his stead

