

NOTICE IS HEREBY GIVEN that an **Extraordinary General Meeting** of **Meyer Plc.** will hold at Westwood Hotel, 22, Awolowo Road, Ikoyi, Lagos on 28th of December 2022 by 11.00 am prompt to transact the following business:

SPECIAL BUSINESS/SPECIAL RESOLUTIONS:

To consider and if thought fit to pass the following with or without modification as Special Resolutions of Meyer Plc. (the Company):

1. That pursuant to Clause 9 of the Company's Articles of Association and in compliance with the requirements of Section 124 (2) of the Companies & Allied Matters Act 2020 and Regulation 13 of the Companies Regulations, 2021, the Company's unissued share capital amounting to N401,136,219 (Four Hundred and One Million, One Hundred and Thirty-Six Thousand, Two Hundred and Nineteen Naira) comprising of 802,272,438 (Eight Hundred and Two Million, Two Hundred and Seventy-two Thousand, Four Hundred and Thirty-eight) unissued shares of 50 (Fifty) kobo each be and is hereby cancelled.
2. That pursuant to the above Resolution, Clause 7 of the Memorandum of Association be and is hereby substituted to now stipulate as follows:
" Consequent to the Special Resolution passed on 28th of December, 2022, cancelling N401,136,219 (Four Hundred and One Million, One Hundred and Thirty-six Thousand, Two Hundred and Nineteen Naira) comprising of 802,272,438 (Eight Hundred and Two Million, Two Hundred and Seventy-Two Thousand, Four hundred and Thirty-Eight) unissued shares of 50 (Fifty) kobo each, the Issued Share Capital of the Company is now N248,863,781 (Two Hundred and Forty-Eight Million, Eight Hundred and Sixty-Three Thousand, Seven Hundred and Eighty-One Naira) divided into 497,727,562 (Four Hundred and Ninety-Seven Million Seven Hundred and Twenty-Seven Thousand, Five Hundred and Sixty-Two) ordinary shares of 50 (Fifty) kobo each".
3. That the Directors of the Company for the time being, be and are hereby authorized to appoint such professional parties and advisers, and to perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolution, including without limitation, complying with directives of any regulatory authority.



Notes

Proxy

A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. To be valid, a proxy form must be completed and duly stamped by the Commissioner of Stamp Duties and be deposited at the office of the Registrar, Greenwich Registrars & Data Solutions Limited 274, Murtala Muhammed Way, Alagomeji, Yaba, Lagos or via email at proxy@gtlregistrars.com not later than 48 hours before the time fixed for the Extraordinary General Meeting. A blank proxy form is hereby attached to this EGM Notice and may also be downloaded from the Company website at www.meyerpaints.com.

If the shareholder is a corporation, the proxy form must be under the Common Seal or under the hand of the same officer or attorney duly authorized by the Corporation to act on its behalf.

Closure of Register of Members

The Register of members and Transfer Books will be closed from the Monday 19th to Friday 23rd December 2022, to enable the Registrar prepare the Register of Shareholders for the meeting.

Website

A copy of this Notice and other information relating to the meeting can be found on the Company's website at www.meyerpaints.com

Questions from Shareholders

Shareholders and other holders of the Company's securities reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Notice.

All questions, comments and observations are to be sent to the Company's Head office at Plot 32, Billings Way, Oregun, Ikeja, Lagos or by email to info@meyerpaints.com not later than 26th day of December 2022.

DATED This 30th Day of November 2022

BY ORDER OF THE BOARD



Kalu O. Kalu Esq.
FRC/2020/002/00000021788
Company Secretary
Marriot Solicitors
15E Muri Okunola Street,
Off Ajose Adeogun Street
Victoria Island
Lagos

PROXY FORM

The **Extraordinary General Meeting of Meyer Plc** will be held at Westwood Hotel, 22, Awolowo Road, Ikoyi, Lagos on 28th day of December 2022 at 11.00a.m prompt.

I/We
being a member/member of Meyer Plc hereby appoint

Mr/Mrs
Or failing him/her, Mr. Kayode Falowo
as my/our proxy to act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on 28th day of December 2022 and at any adjournment thereof.

Dated this..... day of 2022

.....
Shareholders' Signature

Notes:

Please sign this form and post it to reach the office of the Registrar, Greenwich Registrars & Data Solutions Ltd, No. 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos or via email at proxy@gtlregistrars.com not less than 48 hours before the time for holding the Extraordinary General Meeting. If executed by a corporation, this form should be sealed with its common seal.

Shareholder's names are to be inserted in BLOCK LETTERS please. In case of joint shareholders, any one of such may complete this form, but the names of all joint holders must be inserted.

It is required by the law under the Stamp Duties Act, Cap. S8 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 bear Stamp Duty at the appropriate rate.

The manner in which the proxy is to vote should be indicated by inserting "X" in the appropriate space.

	SPECIAL BUSINESS	FOR	AGAINST
1.	That pursuant to Clause 9 of the Company's Articles of Association and in compliance with Section 124 (2) of the Companies and Allied Matters Act 2020 and Regulation 13 of the Companies Regulation 2021, the Company's unissued share capital amounting to N401,136,291 comprising of 802,272,438 unissued shares of 50 kobo each be and is hereby cancelled.		
2.	That pursuant to the above Resolution, Clause 7 of the Memorandum of Association be hereby substituted to now stipulate as follows: "Consequent to the Special Resolution passed on the 28 th day of December 2022, cancelling N401,136,291 comprising of 802,272,438 unissued shares of 50 kobo each, the Share Capital of the Company is now N248,863,781 divided into 497,727,562 shares of 50 kobo each"		
3.	That the Directors of the Company for the time being, be and are hereby authorized to appoint such professional parties and advisers, and to perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolution, including without limitation, complying with directives of any regulatory authority.		

Please indicate an "X" in the appropriate box how you wish your vote to be cast on resolutions set out above. Unless otherwise instructed the proxy will vote or abstain from voting at his/her discretion.

Before posting this form, please tear off this part and retain it for admission into the meeting



EXTRAORDINARY GENERAL MEETING OF MEYER PLC

ADMISSION CARD

PLEASE ADMIT THE SHAREHOLDER NAMED ON THIS CARD OR HIS/HER DULY APPOINTED PROXY TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT Westwood Hotel, 22, Awolowo Road, Ikoyi, Lagos on 28th Day of December 2022 11.00am. PROMPT

Name & Address of Shareholder:

Number of shares held Name of Proxy

Signature of Shareholder

Note:

- This admission card should be produced by the Shareholder or his/her proxy in order to obtain entrance into the venue of the Extraordinary General Meeting.