



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 58th Annual General Meeting of the Tourist Company of Nigeria Plc will be held at the Federal Palace Hotel & Casino, 6 - 8 Ahmadu Bello Way, Victoria Island, Lagos on Friday, July 28, 2023 at 12:00 noon to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To lay before members for approval, the audited Annual Financial Statements for the year ended December 31, 2022 and to receive the report of the Directors, Audit Committee and Auditors thereon;
2. To retire and re-elect the following Directors:
 - Mr Graham Wood, Mr Ramakhatela Mokhobo and Mr Ufuoma Ibru
3. To authorize the Directors to fix the remuneration of the External Auditors.
4. To elect members of the Statutory Audit Committee.
5. To note the disclosure of the remuneration of Managers as set out in the Annual Financial Statements of the Company for the year ended 31 December 2022.

SPECIAL BUSINESS

1. To approve the remuneration of the Directors
2. To ratify the appointment of Mr Toke Alex-Ibru by the Board to fill a casual vacancy following the retirement of Dr Alexander A. Thomopulos from the Board
3. To 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.

VOTING BY INTERESTED PERSONS

In line with the provisions of Rule 20.8(h) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on Special Business item 3 above

Notes:

I. PROXY

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

II. NOMINATIONS FOR THE AUDIT COMMITTEE

In accordance with Section 404(6) of the Companies and Allied Matters Act 2020, 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 Nigerian Code of Corporate Governance in Nigeria, 2018. Please note that the nominees need to be financially literate with proof of qualification.

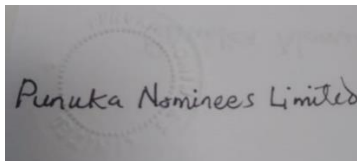
III. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders have a right to ask questions not only at the Annual General Meeting but also in writing prior to the said meeting and such questions must be submitted to the Company Secretary on or before Tuesday 18th of July 2023.

IV. CLOSURE OF REGISTER

The Register of Members and the Transfer Books of the Company will be closed from Friday 14th of July 2023 to Friday 21st of July 2023, both dates inclusive.

BY ORDER OF THE BOARD

A rectangular box containing a handwritten signature in cursive script that reads "Punuka Nominees Limited".

PUNUKA NOMINEES LIMITED

FRC/2022/COY/160581

Company Secretary

Lagos

16th June 2023