

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 31st Annual General Meeting of Eterna Plc will be held on Monday 24th June 2024 at the Shell Hall, Muson Centre, Onikan Lagos at 11.00am prompt to transact the following businesses:

Ordinary Business:

1. To lay the Report of the Directors, the Audited Financial Statements, the Reports of the Auditors and the Audit Committee for the year ended 31st December 2023 before the shareholders.
2. To elect Mr. Abiola Lukman Lawal as a Director.
3. To re-elect retiring Directors.
4. To re-appoint the Auditors and authorize the Directors to fix the remuneration of the Auditors.
5. To elect members of the Audit Committee.
6. To disclose the Remuneration of Managers of the Company in line with Section 257 of the Companies and Allied Matters Act, 2020.

Special Business:

7. To consider and if thought fit, transact the following special business as ordinary resolutions of the Company:

- 7.1 To fix the remuneration of the Directors.
- 7.2 "That, in compliance with the Rules of the Nigerian Exchange Limited (NGX) governing transactions with Related Parties or Interested Persons, the company is hereby granted a general mandate in respect of all recurrent transactions entered into with a related party or interested person. Provided that such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day operations. This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held".

In compliance with the Rules of the Nigerian Exchange Limited (NGX), related parties or interested persons shall abstain from exercising any voting rights in respect of resolution 7.2 above at the meeting.

- 7.3 That Article 46 of the Articles of Association of the Company is hereby amended to read as follows:

"The company shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it, and not more than fifteen (15) months shall elapse between the date of an Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint, including virtually or by any other electronic means."

- 7.4 That Article 47 of the Articles of Association of the Company is hereby amended to read as follows:

"All general meetings other than Annual General Meeting shall be called Extra-Ordinary General Meetings. The Extra-Ordinary General Meeting of the Company shall be held in such manner, at such time and place as the Directors shall appoint, including virtually or by any other electronic means."

BY ORDER OF THE BOARD



Mandella Golkus
Company Secretary/Legal Adviser
FRC/2022/PRO/NBA/002/239010

Proxy:

Members who are entitled to attend and vote at the AGM of the Company are entitled to select a proxy to attend and vote in their place. A proxy form is provided with this Annual Reports. To be valid for the purpose of the Meeting, the form must be completed and duly stamped by the Commissioner of Stamped Duties and deposited at the Registrar's Office, Greenwich Registrars and Data Solutions Limited, 274, Murtala Muhammed Road, Yaba, Lagos, not less than 48 hours before the time fixed for the AGM. All instruments of proxy 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 Monday, 10th June 2024 to Tuesday 11th June 2024 (both days inclusive) for the purpose of updating the Register of Members.

E-Dividend Mandate:

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment. A detachable e-dividend mandate and change of address form is attached to the annual report to enable shareholders furnish particulars of their bank and CSCS account numbers to the Registrars.

Unclaimed Dividend:

Shareholders are hereby informed that a number of dividends still remain unclaimed. The list of all unclaimed dividends will be circulated with the Annual Report and Financial Statements. Any member affected by this notice is advised to write to or call the office of the Company's Registrar.

Audit Committee:

In accordance with 404(6) of the Companies and Allied Matters Act 2020, such nomination should be in writing and should reach the Company Secretary at least twenty-one (21) days before the Annual General Meeting and any nomination not received prior to the meeting as stipulated is invalid. The Companies and Allied Matters Act 2020 and the Nigerian Code of Corporate Governance 2018 stipulate that, members of the Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by the Act of the National Assembly. Thus, a detailed Curriculum Vitae confirming the nominee's qualification should be submitted with each nomination to the Statutory Audit Committee.

E-Annual Report:

The electronic version of the Annual report is available at www.eternapl.com Shareholders who have provided their email addresses to the Registrars will receive the electronic version of the Annual Report via email. Furthermore, shareholders who are interested in receiving the electronic version of the Annual report are kindly required to request via required to request via email: info@gtlregistrars.com.

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 Thursday 13th June 2024.

Website:

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

Live Streaming of the AGM:

The AGM will be streamed live online. The link for the live streaming will be made available on the Company's website: www.eternapl.com and our YouTube Channel www.youtube.com/eternapl in due course.