



## 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 59<sup>th</sup> 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 Wednesday July 31, 2024, at 11:00 am to transact the following business:

#### AGENDA

##### ORDINARY BUSINESS

1. To lay before members for approval the Audited Financial Statements for the year ended December 31, 2023, and to receive the report of the Directors, Audit Committee, and Auditors thereon;
2. To retire and re-elect the following Directors:
  - Mr. Andrew Johnston, and Mr. Toke Ibru
3. To authorize the Directors to fix the remuneration of the External Auditors.
4. To elect shareholder members of the Statutory Audit Committee.
5. To note the disclosure of Managers' remuneration as set out in the Company's Annual Financial Statements for the year ended December 31, 2023.

##### SPECIAL BUSINESS

6. To approve the remuneration of Directors.
7. To approve and grant a general mandate to the Board of Directors to engage in transactions with related parties as subsequently 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 2 above.

#### Notes:

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

## **I. PROXY**

A member of the Company entitled to attend and vote at the Annual General Meeting who cannot participate in the Annual General Meeting and wishes representation at the said meeting is entitled to appoint a proxy to attend, speak and vote in their 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 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 DataSolutions, 274 Murtala Muhammed Way, Yaba, Lagos not less than 48 hours before the time of the Annual General Meeting. Alternatively, you may send the form via email to [proxy@gtlregistrars.com](mailto:proxy@gtlregistrars.com).

## **II. NOMINATIONS FOR THE AUDIT COMMITTEE**

Under 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. The Nigerian Code of Corporate Governance 2018 requirements guide such nominations. Please note that the nominees must be financially literate and have proof of qualification.

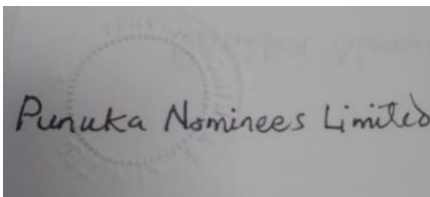
## **III. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS**

Shareholders have a right to ask questions at the Annual General Meeting and in writing before the meeting. You must submit such questions to the Company Secretary on or before Tuesday, July 21, 2024.

## **IV. CLOSURE OF REGISTER**

The Register of Members and the Transfer Books of the Company will be closed from Friday, July 16, 2024, to Friday, July 30, 2024, both dates inclusive.

## **BY ORDER OF THE BOARD**

A rectangular box containing a handwritten signature in dark ink that reads "Punuka Nominees Limited". The signature is written in a cursive style and is centered within the box.

## **PUNUKA NOMINEES LIMITED**

FRC/2022/COY/160581

Company Secretary

Lagos

July 10, 2024

The Tourist Company of Nigeria Plc. (trading as Federal Palace Hotel & Casino) Directors:

Chief A Idigbe SAN A Bulama TA Ibru U Ibru

AG Johnston\* DR Mokhobo\* GI Wood\* TJD Kliegl\* \*\*

(\*South African) (\*\* Executive)

Company Registration No.: RC3781; TIN No.: 00275919-0001 Company

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