

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **46th Annual General Meeting of Beta Glass PLC** will be held by Proxy at **The Federal Palace Hotel, 6-8 Ahmadu Bello Way, Victoria Island, Lagos on Thursday, July 2, 2020 at 12.00 Noon** for the following purposes:

- To lay before the meeting, the audited financial statements for the year ended December 31, 2019 together with the Directors', Auditors' and Audit Committee's Reports thereon.
- To declare a dividend.
- To re-elect Directors retiring in accordance with the Company's Articles of Association
- To authorize the Directors to fix the remuneration of the Auditors.
- To elect Shareholders' Representatives on the Audit Committee.

SPECIAL BUSINESS

- To fix the remuneration of the directors.
- To consider and if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

"That pursuant to the Nigerian Stock Exchange Rules governing transactions with Related Parties or Interested Parties, a general mandate be and is hereby given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, including the procurement of goods and services, on normal commercial terms."

Notes:

1. Compliance with COVID -19 Related Directives and Guidelines

The Federal Government of Nigeria, Health Authorities and Regulatory Agencies have issued a number of guidelines and directives aimed at curbing the spread of COVID -19 in the country. Particularly, the Lagos State Government prohibited the gathering of more than 20 people, while the Corporate Affairs Commission (CAC) issued guidelines on Holding AGM of Public Companies by Proxy. The convening and conduct of the AGM shall be done in compliance with the said directives and guidelines.

2. Proxy

In view of the COVID-19 Pandemic, restriction on mass gathering and in line with CAC Guidelines, attendance at the AGM shall be by **PROXY ONLY**. A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.

Consequently, members are required to appoint a proxy of their choice from the list of the nominated proxies below:

- Otunba Abimbola Ogunbanjo (Chairman)
- Mr. Darren Bennett-Voci (Managing Director)
- Mr. Nornah Awoh
- Sir. Sunny Nwosu
- Mr. John Ogundipe

3. Stamping of Proxy

A proxy form is enclosed in the Annual Report. All instruments of proxy should be deposited with the Registrar at Cardinalstone (Registrars) Limited, 358 Herbert Macaulay Way, Yaba, Lagos or by email to registrars@cardinalstone.com not less than 48 hours before the time for holding the meeting. The Company has made arrangements, at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Registrar within the stipulated time.

4. Live Streaming of the AGM

The AGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending in person to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at <https://www.frigoglass.com/beta-glass-investors/>

5. Dividend

If the dividend recommended by the Directors is approved, dividend will be paid on July 3, 2020 to the shareholders whose names appeared on the Company's Register of Members at the close of business on **June 11, 2020**.

6. E-Dividend

Notice is hereby given to all Shareholders to open bank accounts, Stockbroking accounts and CSCS accounts for the purpose of dividend. A detachable application form for e-dividend is attached to this Annual Report to enable all Shareholders furnish particulars of their accounts to the Registrar as soon as possible.

7. E-Report

In order to improve delivery of our Annual Report, we have inserted a detachable Form to the Annual Report and hereby request Shareholders who wish to receive the Annual Report of Beta Glass PLC in an electronic format to complete and return the Form to the Registrar for further processing.

In addition, Annual Reports are available online for viewing and download from our website at <https://www.frigoglass.com/beta-glass-investors/>

8. Closure of Register

The **Register of Transfers** shall remain closed from **June 15, 2020 to June 19, 2020** (both dates inclusive) for the purpose of updating the Register of Members.

9. Nominations for the Audit Committee

The Audit Committee consists of 3 Shareholders and 3 Directors, in accordance with section 359 (5) of the Companies and Allied Matters Act, CAP C 20, LFN 2004, any member may nominate a shareholder for election as a member of the Audit Committee by giving in writing, notice of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

10. Rights of Shareholders to ask questions

In accordance with Rule 19.12(C) of the Listing Rules of the Nigerian Stock Exchange, 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 office of the Company Secretary on or before June 25, 2020.

BY ORDER OF THE BOARD



BOLA ADEBISI (MS.)
Company Secretary
FRC/2013/NBA/0000002344

IDDO HOUSE, IDDO, LAGOS

Dated this 28th day of May 2020.



Proxy Form

I/We*

(BLOCK CAPITALS)

being a member of **BETA GLASS PLC** hereby appoint**

.....
 (Please choose from the list of nominated proxies below)

1. Otunba Abimbola Ogunbanjo (Chairman)
2. Mr. Darren Bennett-Voci (Managing Director)
3. Mr. Nornah Awoh
4. Sir. Sunny Nwosu
5. Mr. John Ogundipe

As my/our proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, July 2, 2020 and any adjournment thereof.

Dated this day of 2020

Shareholder's Signature.....

Note:

A member (shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by proxy and this form has been prepared to enable you exercise your right to vote.

In view of the Covid -19 Pandemic, restriction on mass gathering and in line with CAC Guidelines, **attendance at this AGM shall be by PROXY ONLY**. Members are required to **appoint a proxy of their choice from the list of nominated proxies indicated above**.

Please sign this form and deliver or post it to reach the Registrar at Cardinalstone (Registrars) Limited, 358 Herbert Macaulay Way, Yaba, Lagos or by email to registrars@cardinalstone.com not less than 48 hours before the time of holding the meeting. The Company has made arrangements at its cost for stamping of the duly completed and signed proxy forms submitted to the Registrars within stipulated time.

Resolutions	For	Against	Abstain
To re-elect Dr. Z. Wuraola Abiola as a Director			
To re-elect Ms. Oluwaseun Abimisola Oni as a Director			
To declare a Dividend			
To authorize the Directors to fix the remuneration of the Auditors			
To elect shareholders' representatives on the Audit Committee			
To fix the remuneration of the Directors			
To authorize the Company to procure goods and services necessary for its operations from related parties			
Please indicate with an "X" in the appropriate square how you want your vote to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion			

Admission Card

Beta Glass PLC (RC 13215)

This admission card must be produced by the Shareholder or his proxy in order to be allowed to attend the Annual General Meeting

Please admit

.....
 (SHAREHOLDER'S FULL NAME)

To be completed by shareholder or his duly appointed proxy to the **Annual General Meeting of Beta Glass PLC** which will be held at **The Federal Palace Hotel, 6-8 Ahmadu Bello Way, Victoria Island, Lagos on Thursday, July 2, 2020 at 12.00 noon.**

Number of shares held:

(TO BE COMPLETED BY THE COMPANY'S OFFICIAL)

.....
Bola Adebisi (Ms.) Company Secretary

Annual General Meeting

Beta Glass PLC (RC 13215)

An Annual General Meeting to be held Federal Palace Hotel, 6-8 Ahmadu Bello Way, Victoria Island, Lagos on Thursday, July 2, 2020 at 12.00 noon

Shareholder's Full name

.....
 (TO BE COMPLETED BY THE COMPANY'S OFFICIAL)

Number of shares held:

(TO BE COMPLETED BY THE COMPANY'S OFFICIAL)

Signature of Person Attending

.....
 (TO BE SIGNED IN THE PRESENCE OF THE COMPANY'S OFFICIALS AT THE ENTRANCE TO THE HALL)