

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 42<sup>nd</sup> Annual General Meeting of TOTAL NIGERIA PLC will hold at **The Panoramic Hall, Civic Centre, Ozumba Mbadiwe Street, Victoria Island, Lagos on Thursday the 24<sup>th</sup> day of September, 2020 at 11.00 a.m.** to transact the following:

### ORDINARY BUSINESS:

- To lay before Members for approval, the Financial Statements for the year ended 31<sup>st</sup> December, 2019 and receive the Reports of the Directors, Auditors and Audit Committee thereon;
- To declare a dividend;
- To re-elect Directors;
- To appoint Directors;
- To authorize the Directors to fix the remuneration of the External Auditors; and
- To elect members of the Audit Committee.

### SPECIAL BUSINESS:

- To fix the remuneration of the Directors;
- To renew the general mandate for related party transactions; and
- To consider and if thought fit, pass the following resolution as an Ordinary Resolution of the Company:
 

\* that the Company be and is hereby authorized to establish a domestic commercial paper and or Bond issuance programme of up to N50,000,000,000.00 (Fifty Billion Naira) (the "Programme") for the issuance of commercial papers (the "Notes") and or Bonds in such tranches or series of such amounts and at such dates, discounted values, coupon or interest rates, within such maturity periods and upon such other terms and conditions (including renewals and/or extensions of the Programme) as may be determined by the management of the Company from time to time; in accordance with applicable statutory and regulatory requirements;

that the management of the Company be and are hereby authorized to take all such further action as may be required to implement the Programme and/or issue Notes and Bonds under the Programme".

### NOTES:

#### I. COMPLIANCE WITH GOVERNMENT DIRECTIVES ON COVID-19 AND RELATED GUIDELINES

Due to the COVID-19 pandemic, the restrictions on gatherings and social distancing and the need to comply with the directives, regulations of the measures issued by the Federal Government of Nigeria, the National Centre for Disease Control and the Lagos State Government, the Company has obtained the approval of the Corporate Affairs Commission (CAC), to hold the Annual General Meetings (AGM) in accordance with the CAC's "Guidelines on Holding of Annual General Meetings (AGM) of Public Companies Using Proxies". The meeting will be held in accordance with the aforementioned directives and regulations.

#### II. PROXY

A member of the Company entitled to attend and vote at the meeting who is unable to attend the meeting and wishes to be represented at the 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. Members entitled to attend and vote at the AGM may wish to select any of the following persons as their proxies to attend and vote in their stead:

- |                                |                             |
|--------------------------------|-----------------------------|
| ● Mr. Chiwendu Achara          | ● Mr. Bayo Adeleke          |
| ● Chief Timothy Adesiyun       | ● Mr. Matthew Akinlade      |
| ● Mr. Godwin Anono             | ● Mrs. Edna Funke Augustine |
| ● Mr. Nornah Awoh              | ● Mrs. Adebisi Bakare       |
| ● Alhaji Kazeem Bello          | ● Sir. Sunny Nwosu KSS      |
| ● Prince (Dr) Anthony Omojola. | ● Mr. Kashimawo Taiwo       |

For the appointment to be valid for the purposes of the Meeting, the duly completed proxy forms must be deposited at the office of the Registrars, Cardinal stone Registrars Limited, 358 Herbert Macaulay Way, Yaba, Lagos or sent by e-mail to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com) not later than 48 hours before the time for holding the meeting. A blank Proxy Form is included in the 2019 Annual Report & Accounts, which will also be available on the Company's website [www.total.com.ng](http://www.total.com.ng) and that of the Registrars, [www.cardinalstoneregistrars.com](http://www.cardinalstoneregistrars.com). The Company has made arrangements at its cost for stamp duty to be paid on the proxy forms.

#### III. CLOSURE OF REGISTER AND TRANSFER BOOKS

Notice was given and the Register of Members and Transfer Books of the Company was closed from Friday, the 5<sup>th</sup> of June, 2020 to Thursday, the 11<sup>th</sup> of June, 2020 both days inclusive for the purpose of preparing an up-to-date Register of Members.

#### IV. PAYMENT OF DIVIDEND

If the payment of a dividend is approved and declared by members at the Annual General Meeting, the dividend and the dividend will become payable on Friday 25<sup>th</sup> September, 2020 to shareholders whose names are registered in the Company's Register of Members as at close of business on Thursday 4<sup>th</sup> June, 2020.

#### V. BIOGRAPHICAL DETAILS OF DIRECTORS

The biographical details of the Directors standing for re-election and appointment are provided in the 2019 annual report and posted on the Company's website [www.total.com.ng](http://www.total.com.ng)

#### VI. NOMINATION OF MEMBERS OF THE STATUTORY AUDIT COMMITTEE

Pursuant to Section 359 (5) of the Companies and Allied Matters Act (CAP C20) Laws of the Federation of Nigeria, 2004 any member may nominate a shareholder for election as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. Nominees to the Statutory Audit Committee must be compliant with the laws, rules and regulations guiding listed companies in Nigeria.

#### VII. SHAREHOLDERS RIGHT 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 Secretary not later than the 17<sup>th</sup> day of September, 2020.

#### VIII. UNCLAIMED DIVIDEND WARRANTS AND SHARE CERTIFICATES

Shareholders are hereby informed that some dividends have remained unclaimed and returned to the Registrar. The list of all unclaimed dividends will be circulated to all Shareholders and they are advised to contact the Registrar, Cardinal Stone Registrars Limited, 358 Herbert Macaulay Way, Yaba, Lagos or via the e-mail address [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com) to resolve any issue they may have with claiming the dividends.

#### IX. e-DIVIDEND

Shareholders who are yet to complete the e-Dividend Form or who need to update their records and relevant bank accounts are urged to complete the e-Dividend Form which can be detached/downloaded from the Annual Report and Accounts as well as from the website of the Company, [www.total.com.ng](http://www.total.com.ng) or that of the Registrar, [www.cardinalstoneregistrars.com](http://www.cardinalstoneregistrars.com). The duly completed form should be returned to Cardinal Stone Registrars Limited, 358 Herbert Macaulay Way, Yaba, Lagos.

#### X. e-REPORT

Electronic versions of the 2019 Annual Report and Accounts are available online for viewing and download via the Company's website, [www.total.com.ng](http://www.total.com.ng) and that of the Registrar, [www.cardinalstoneregistrars.com](http://www.cardinalstoneregistrars.com). In order to improve delivery of our Annual Reports, we have inserted a detachable form to the Annual Report and are requesting shareholders who wish to receive the Annual Report in an electronic format to complete and return the form to the Registrars or Company Secretary for further processing.

#### XI. LIVE STREAMING OF THE ANNUAL GENERAL MEETING

The AGM will be streamed live. This will enable Shareholders and other relevant Stakeholders who will not be attending the meeting physically to also be part of the proceedings. The link for the live streaming will be made available on the Company's website: [www.total.com.ng](http://www.total.com.ng).

#### XII. SEC RULE ON COMPLAINTS MANAGEMENT FRAMEWORK

Please note that the Securities and Exchange Commission rule No. 10 (a) enjoins shareholders who have complaints to use the electronic complaints register on the website of the company at [www.total.com.ng](http://www.total.com.ng) to register their complaints. This will enable the company handle complaints from shareholders in a timely, effective, fair and consistent manner.

#### XIII. SPECIAL BUSINESS

The CAC has approved that matters under special business be tabled at the AGM

### BY ORDER OF THE BOARD

*O. A. Popoola-Mordi*

**OLUBUNMI POPOOLA-MORDI FCIS**

Company Secretary

FRC/2013/ICAN/0000002042

Dated this 20<sup>th</sup> Day of August, 2020



TOTAL NIGERIA PLC. RC:1396

Annual General Meeting to hold at The Panoramic View Hall, The Civic Centre, Ozumba Mbadiwe Street, Victoria Island, Lagos at 11.00 a.m. on Thursday 24<sup>th</sup> September, 2020

## PROXY FORM

I/We

being a member/members of TOTAL NIGERIA PLC hereby

Appoint.....

or failing him the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company which will hold on the 24th day of September, 2020 and any adjournment thereof.

Dated the ..... day of ....., 2020

Shareholder's Signature.....

### NOTES

(1) A member (Shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by proxy. The above proxy form has been prepared to enable you exercise your vote if you cannot personally attend.

(2) Provision has been made on this form for the Chairman of the meeting to act as your proxy, but if you wish, you may insert in the blank space on the form (marked\*) the name of any person, whether a member and vote on your behalf instead of the Chairman of the meeting.

(3) Please sign, stamp and post the form so as to reach the address shown overleaf not later than 11.00 a.m. on the 22nd of September, 2020. If executed by a corporation, the Proxy Form should be sealed with its common seal.

(4) The proxy must produce the Admission Card sent with the Annual Report and Accounts to obtain admission to the meeting

RESOLUTIONS	FOR	AGAINST
To adopt the Report and Financial Statements		
To declare a dividend		
To re-elect Ms. Ibru as a Director		
To re-elect Engr. Rufai Sirajo as a Director		
To re-elect Dr. Jeff. Nnamani as a Director		
To appoint Mrs. Lesley Baxter-Green as a Director		
To appoint Mrs. Lucile Badaire as a Director		
To authorize the Directors to fix the remuneration of the Auditors		
To elect members of the Audit Committee		
To fix the remuneration of the Directors		
To authorize the Company To enter into recurrent related party transactions		
To authorize the Company to establish a domestic commercial paper and or Bond issuance programme of up to 50,000,000,000.00 (Fifty Billion Naira)		

Please indicate with an "X" in the appropriate space 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 discretion.

Cut here



TOTAL NIGERIA PLC. RC 1396

### ANNUAL GENERAL MEETING

Card Please admit:

[Empty box for admission card number]

to the Annual General Meeting of TOTAL NIGERIA PLC which will hold at The Panoramic View Hall, The Civic Centre, Ozumba Mbadiwe Street, Victoria Island, Lagos on Thursday, 24th September, 2020.

### NUMBER OF SHARES HELD

This admission card must be produced by shareholder or his proxy in order to obtain admission to the Annual General Meeting.

OLUBUNMI POPOOLA-MORDI

Company Secretary

Admission Card