

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 40th Annual General Meeting of Capital Hotels Plc. will be held at 12.00 noon on Thursday, 20 May, 2021 at Sheraton Abuja Hotel, Abuja for the following purposes:

ORDINARY BUSINESS:

1. To receive and consider the Audited Financial Statements for the year ended 31 December, 2020 and the report of the Directors, Auditors and Audit Committee thereon;
2. To re-elect Directors;
3. To disclose the remuneration of the Mangers of the Company
4. To elect members of the Audit Committee;
5. To authorize the Directors to fix the remuneration of the Auditors.

SPECIAL BUSINESS:

6. To fix the remuneration of the Directors.
7. To consider and if thought fit pass the following as a special resolution: “ That the Articles of Association of the Company be and is hereby amended by inserting a new clause 105A to provide for Virtual Meetings i.e. “Virtual Meetings shall be permissible for the meetings of the Board and its Committees exclusive of Annual General Meetings and Extra-Ordinary General Meetings, and in accordance with the Guidance on Companies’ Virtual Board, Committee and Management Meetings issued by the Nigerian Stock Exchange (NSE) on 15th April 2020, and any amendment from time to time “.

Notes

1. Proxies:

A Member entitled to attend and vote at this AGM is also entitled to appoint a proxy to attend and vote in his or her stead.

Shareholders should note that in view of the COVID-19 pandemic and following restrictions by the Government on public gatherings, the Corporate Affairs Commission (CAC) has approved that attendance at the meeting shall only be by proxy to ensure public health and safety. A Member entitled to attend and vote at the AGM is advised to select from the under-listed proposed proxies, to attend and vote in his or her stead:

- a. Alhaji Abatcha Bulama
- b. Chief C F Nwokocha
- c. Mr. Patrick Ajudua
- d. Mr. Robert Itawa
- e. Chief I. P. Nwokocha

A Proxy Form is attached to the Annual Report. The Proxy Form must be stamped by the Commissioner for Stamp Duties. Valid Proxy Forms must be lodged with the Registrars not later than 48 hours before the time fixed for the meeting.



2. **Audit Committee:**
In accordance with Section 404(6) of the Companies and Allied Matters Act (CAMA) 2020, any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Secretary of the Company at least 21 days before the date of the Annual General Meeting.
3. **Closure of Register:**
The Register of Members and Transfer Books of the Company will be closed to the public from Thursday 10th May to Friday 14th May, 2021, both days inclusive.
4. **Rights of Securities' Holders to ask Questions:**
Securities Holders 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 16th day of May, 2021.
5. **Unclaimed Dividend warrants and share certificates**
Shareholders are hereby informed that a number of share certificates and dividend warrants have been returned to the Registrars as "unclaimed". A list of all unclaimed dividend will be circulated with the Annual Report and Financial Statements. Any member affected by this notice is advised to write to or call at the office of the Company's Registrars, Cardinal Stone Registrars Limited, 358 Herbert Macaulay Road, Yaba, Lagos, Lagos during normal working hours.
6. **Website**
A copy of this Notice and other information relating to the meeting can be found on the Company's website at www.capitalhotelsng.org

BY ORDER OF THE BOARD

Alex Ugwuanyi, Esq.
FRC No.FRC/2017/NBA/00000016473
Ifibunandu & Co.
Company Secretary

23 February, 2021



Proxy Form

40th ANNUAL GENERAL MEETING TO BE HELD AT THE SHERATON ABUJA HOTEL, ABUJA ON THURSDAY 20th MAY, 2021 AT 12 NOON

I/WE

A member /members of the above company do hereby appoint*

Or failing him, the Chairman as my/our proxy to attend and to vote on my/our behalf at the 2021 Annual General Meeting of the Company to be held on the 20th of May, 2021

Dated this.....Day of2021

RESOLUTIONS		For	Against
1.	To receive and consider the 2020 Report and Accounts		
2.	To elect/re-elect Directors MRS. FADEKE OLUGBEMI MRS. HELEN DA-SUOZA DR. ALEXANDER THOMOPULOS		
3.	To disclose the remuneration of the Mangers of the Company		
4.	To elect members of the Audit Committee		
5.	To authorize the Directors to fix the remuneration of the Auditors		
6.	To fix the remuneration of the Directors		
7.	To amend the Articles of Association		

NUMBER OF SHARES

Please indicate with "X" in the appropriate square how you wish your vote(s) to be cast on the Resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

Notes	
1.	Before posting the above proxy form, please tear off this part and retain it. A person attending the Annual General Meeting of the Company or his proxy should produce this slip to the meeting.
2.	A member of the Company WHO is entitled to attend and vote at the Annual General Meeting, is entitled to appoint a proxy to attend and to vote instead of him, and in this case, the above may be used to appoint a proxy.
3.	Following the current practice, the Chairman of the Company has been entered on the form to ensure that someone will be at the meeting to act as your proxy, but you may insert in the blank space on the form (marked *) the name of any person whether a member of the Company or not, who will attend the meeting and vote on your behalf instead of the Chairman.
4.	The above proxy form, when completed, must be deposited at the office of the Registrars, Cardinal Stone Registrars Limited, 358, Herbert Macaulay Road, Yaba, Lagos, not later than 1.00 pm, Tuesday 18 th May, 2021
5.	It is the requirement of the law under the Stamp Duty Act Cap 411 Laws of Federation of Nigeria, that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear a stamp duty of three (3) kobo (impressed and not adhesive postage stamps).
6.	If the proxy form is executed by a Corporation, it should be sealed under its Common Seal or under the hand seal of its attorney.
<i>Before posting the above form, please cut off this part and retain it for admission to the meeting.</i>	