



TOTALENERGIES MARKETING NIGERIA PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 44th Annual General Meeting of **TOTALENERGIES MARKETING NIGERIA PLC** will hold at **The Grand Banquet Hall, The Civic Centre, Ozumba Mbadiwe Street, Victoria Island, Lagos on Thursday, the 16th day of June, 2022 at 11.00 a.m.** to transact the following:

ORDINARY BUSINESS:

1. To lay before Members for approval, the Financial Statements for the year ended 31st December, 2021 and receive the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
2. To declare a final dividend;
3. To re-elect Directors;
4. To appoint Directors;
5. To disclose the remuneration of Managers of the Company;
6. To appoint External Auditors.
7. To authorize the Directors to fix the remuneration of the External Auditors; and
8. To elect members of the Statutory Audit Committee.

SPECIAL BUSINESS:

- 1 To fix the remuneration of the Directors; and
- 2 To renew general mandate for Related Party Transactions.

NOTES:

I. 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. A Proxy Form is enclosed herewith, and if it is to be valid for the purpose of the meeting, it must be completed and duly stamped by the Commissioner of Stamp Duties and deposited at the office of the Registrars, CardinalStone Registrars Limited, 335-337 Herbert Macaulay Way, Yaba, Lagos not less than 48 hours before the time of the meeting.

II. PAYMENT OF DIVIDEND

If the payment of a dividend is approved and declared by members at the Annual General Meeting, the dividend warrants will be posted or the accounts of shareholders whose names are registered in the Company's Register of Members as at close of business on Friday 22nd, April, 2022 will be credited on Friday 17th June, 2022.

III. CLOSURE OF REGISTER AND TRANSFER BOOKS

Announcements and publications were made to the effect that the Register of Members and Transfer Books of the Company would be closed from Monday the 25th day of April, 2022 to Friday the 29th day of April, 2022 both days inclusive for the purpose of preparing an up-to date Register of Members.

IV. BIOGRAPHICAL DETAILS OF DIRECTORS

The biographical details of the Directors standing for re-election and appointment are provided in the 2021 annual report and posted on the Company's website www.services.totalenergies.ng

V. NOMINATION OF MEMBERS OF THE STATUTORY AUDIT COMMITTEE

Pursuant to Section 404 (6) of the Companies and Allied Matters Act (CAMA) 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. Nominations should please be accompanied by a copy of the nominee's curriculum vitae.

VI. RIGHT OF SHAREHOLDERS 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 on or before the 2nd day of June, 2022.

VII. UNCLAIMED DIVIDEND WARRANTS AND SHARE CERTIFICATES

Several dividend warrants and share certificates remain unclaimed, and are yet to be presented for payment or returned to the Registrars for revalidation. We implore any shareholder affected by this to please write to the Company Secretary or Registrars or call at either office during working hours. We have also published a list in the newspapers and on our website

VIII. e-DIVIDEND

In accordance with the Securities and Exchange directives, Shareholders are hereby advised to open bank accounts, stockbroking and CSCS accounts for the purpose of timely receipt of dividend payments. A detachable application form for e-dividend is attached to this Annual Report to enable all shareholders furnish particulars of their bank accounts/CSCS details to the Registrar or Company Secretary expeditiously.

IX. e-REPORT

In order to improve delivery of our Annual Reports, we have inserted a detachable form to this 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.

X. SEC RULE ON COMPLAINTS MANAGEMENT FRAMEWORK

Please note that in accordance with the Securities and Exchange Commission rule No. 10 (a) shareholders who have complaints should use the electronic complaints register on the website of the company at www.services.totalenergies.ng to register their complaints. This will enable the company handle complaints from shareholders' in a timely, effective, fair and consistent manner.

BY ORDER OF THE BOARD



OLUBUNMI POPOOLA-MORDI FCIS

Company Secretary
FRC/2013/ICSAN/00000002042

Dated this 31st Day of March, 2022



TOTALENERGIES MARKETING NIGERIA PLC. RC:1396

Annual General Meeting to hold at the Grand Banquet Hall, Civic Centre, Ozumba Mbadiwe Street, Victoria Island, Lagos at 11.00 a.m. on Thursday 16th June 2022

PROXY FORM

I/We

being a member/members of TOTALENERGIES MARKETING

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 16th June, 2022 and any adjournment thereof.

Dated the day of, 2022

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 14th of June, 2022.

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

RESOLUTIONS	FOR	AGAINST
To adopt the Report and Financial Statements		
To declare a dividend		
To re-elect Ms. T. Ibru as a Director		
To re-elect Engr. R. Sirajo as a Director		
To re-elect Mrs. L. Badaire as a Director		
To disclose the remuneration of Managers of the Company		
To appoint External Auditors		
To authorize the Directors to fix the remuneration of the External Auditors		
To elect members of the Statutory Audit Committee		
To fix the remuneration of the Directors		
To renew the general mandate for related party transactions		

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

TOTALENERGIES MARKETING NIGERIA PLC. RC 1396



ANNUAL GENERAL MEETING

Card Please admit:

to the Annual General Meeting of TOTALENERGIES MARKETING NIGERIA PLC which will hold at The Civic Centre, Ozumba Mbadiwe Street, Victoria Island, Lagos on Thursday, 16th June, 2022.

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