



VITAFOAM NIGERIA PLC RC NO. 3094

HEAD OFFICE: Oba Akran Avenue, Industrial Estate, P.M.B. 21092, Ikeja, Lagos State.

Tel: +234 (1) 2805070-5, Fax: +234 (1) 2805077. Email: info@vitafoamng.com Website: www.vitafoamng.com

NOTICE IS HEREBY GIVEN that an Extra Ordinary General Meeting of the members of **VITAFOAM NIGERIA PLC** will be held at NECA House, Plot A2, Hakeem Balogun Street, CBD, Alausa, Ikeja, Lagos on Wednesday 16th November, 2022 at 10.00'clock in the forenoon to transact the following business:

AGENDA

Special Business

1. To consider and if thought fit, pass the following as ordinary resolutions:

1.1 "That in compliance with Section 124 of the Companies and Allied Matters Act 2020 and Regulations 13 of the Companies Regulations 2021, the Shareholders hereby approve the cancellation of all of the **1,149,155,936** (One Billion, One Hundred and Forty-Nine Million, One Hundred and Fifty-Five Thousand, Nine Hundred and Thirty-Six) unissued ordinary shares of 50 Kobo each of the Company.

2. To consider and if thought fit, pass the following as special resolutions:

2.1 "That pursuant to resolution 1.1 above, Clause 5 of the Memorandum of Association and Article 3 of the Articles of Association of the Company be and are hereby amended as follows: ***"The issued share capital of the Company is N625,422,032 divided into 1,250,844,064 ordinary shares of 50 kobo each"*** and also substitute "authorized share capital" with "issued share capital" wherever such appears in the Memorandum and Articles of Association.

2.2 "That Article 50 be reworded as follows:

"All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend, consideration of the accounts balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of remuneration of auditors, appointment of members of the audit committee and disclosure of remuneration of managers of a company which are ordinary business".



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3. "That the Board and Management are hereby authorized to perform all acts and to do all such other things as may be necessary for, or incidental to giving effect to the above resolutions including but not limited to carrying out any actions as may be necessary to comply with any legislation, execute agreements, appoint consultants and advisers and comply with the directives of the regulatory authorities and agencies.

Dated 1st September, 2022

BY ORDER OF THE BOARD


OLALEKAN SANNI

Company Secretary/Legal Adviser

FRC/2013/NBA/00000005309

Registered Office:

140, Oba Akran Avenue

Industrial Estate Ikeja, Lagos.

NOTES:

(i) Proxies

A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member. A detachable proxy form is enclosed herewith and also available on the company's website, www.vitafoamng.com. To be valid for the purpose of the Meeting, proxy form must be completed and deposited at the office of the Company's Registrars, Meristem Registrars and Probate Services Limited, 213, Herbert Macaulay Way, Adekunle, Yaba, P.O. Box 51585, Falomo, Ikoyi, Lagos State, not later than 48 hours before the time of the Meeting.

(ii) Closure of Register of Members

The Register of members and transfer books of the company will be closed from Monday 7th November, 2022 to Friday 11th November, 2022 (both dates inclusive) for the purpose of updating the Register of members.

(iii) Rights of Securities' Holders to ask Questions

Pursuant to Rule 19:12 of the Rule Book of the Nigerian Exchange Limited, Shareholders have a right to ask questions not only at the meeting but also in writing prior to the meeting. Such questions must be submitted to the office of the Company Secretary at least one week before the date of the Extraordinary General Meeting.