



1020941

Haldane McCall PLC.**CORPORATE HEAD OFFICE**

- 4, Etsoye Close, Shonibare Estate,
Off Mobolaji Bank Anthony Way,
Maryland, Lagos, Nigeria.
+234(0)807 724 5447
www.hmkplc.com
info@hmkplc.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 1st Annual General Meeting of members of **HALDANE MCCALL PLC** (the Company) will be held at **The Suru Express Hotel, 49A, Joel Ogunnaike Street, Ikeja G.R.A, Lagos** on **Wednesday, May 14, 2025 at 10.00 a.m.**, to transact the following business:

ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the year ended 31st December 2024, together with the Reports of the Directors, Independent Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To retire all Directors, being the first AGM and re-elect the following retiring Directors who are eligible:
 - i. Chief George Oguntade, SAN. (Chairman)
 - ii. Dr. Edward Akinlade (GMD/CEO)
 - iii. Ms. Abiola Elugbaju (ED)
 - iv. Mr. David Emuloh (ED)
 - v. Mr. Olufemi Ojewande (ED)
 - vi. Sir Adewole Farinu (NED)
 - vii. Prince Samuel Oyebola (NED)
 - viii. Mr. Tobenna Nnamani (INED)
 - ix. HRM. Nosirudeen Babatunde Akanbi (INED)
 - x. Mrs. Ebby Akala (INED)
 - xi. Adedapo Adekoje (INED)
 - xii. Mrs. Ifeoluwasoyi Adesola (NED)
 - xiii. Mrs. Olajumoke Oluwagbemiro (INED)
 - xiv. Mr. Bidwell Onyeakosi (INED)
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To disclose the remuneration of Managers.
6. To elect shareholders' representative on the Audit Committee.

SPECIAL BUSINESS

To consider and if thought fit, pass with or without modification(s), the following resolution as Special Resolution

7. To approve the remuneration of Non- Executive Directors.
8. That pursuant to the Rule of Nigerian Exchange Limited, a general mandate be given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, including amongst others the procurement of goods and services, on normal commercial terms.
9. To approve an increase in the share capital of the Company by the creation of additional 2,627,310,000 ordinary shares of 50 kobo each and approve the raising of capital through a Rights Issue and authorize the/directors to determine the size and price of the Rights Issue.
10. To amend the MEMART of the Company to include the increased share capital of the Company from 3,122,000,000 to 5,749,310,000.
11. To approve and authorize the raising of additional capital of ₦250 Billion in tranches via debt instruments for the funding of the group's expansion programme and upon such conditions to be determined at the discretion of the Directors, subject to any requisite regulatory approvals.
12. To approve the following amended sections of the Memart of the Company which has now complied with the provisions of Appendix VII, Rule of the Exchange, 2015 (Issuers' Rule) to include thus:

Chief George Oguntade, SAN. (Chairman)
Dr. Edward Akinlade (GMD/CEO)
Ms. Abiola Elugbaju (ED)
Mr. David Emuloh (ED)
Mr. Olufemi Ojewande (ED)

Sir Adewole Farinu (NED)
Prince Samuel Oyebola (NED)
Mrs. Ifeoluwasoyi Adesola (NED)
Mr. Tobenna Nnamani (INED)
HRM. Nosirudeen Babatunde Akanbi O.L (INED)

Mrs. Ebby Akala (INED)
Adedapo Adekoje (INED)
Mrs. Olajumoke Oluwagbemiro (INED)
Mr. Bidwell Onyeakosi (INED)
Mr. Oyewole Olurin (Company Secretary)

- a. Section 1 (iv) - That the shares of the Company have been fully paid and are also free from all liens, except as otherwise prescribed by the operation of law.
- b. Section L (a-i) - That the borrowing powers of directors have been limited to an aggregate amount at any time owing in respect of monies borrowed by the company and its subsidiary companies (exclusive of inter-company borrowings) and do not exceed a reasonable amount except with the consent of the company in general meeting.
- c. Section L (a-ii) - That director(s) shall not vote on any contract, arrangement or proposal in which he/she is interested and if he/she does vote; the vote shall not be counted.
- d. Section J (i) - That the structure of the share capital of the company has been stated and where the capital of more than one (1) class of security, it must also be stated how the various classes shall rank for any distribution by way of dividend or otherwise.
- e. Section L (e-i) - That the power to give notice by advertisement have been altered to include in at least two (2) leading national daily newspapers.
- f. Section J (i) - That notices shall be given only to those members whose registered addresses are within Nigeria, and any member whose registered address is not within Nigeria, may name an address within Nigeria which for the purposes of notice, shall be considered as the registered address.

NOTES:

1. Proxy

A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy and vote instead of him/her. A proxy need not be a member of the company. Consequently, members may nominate any of the Directors as proxy. A blank proxy form is in the Annual Report, and for it to be valid for the purpose of the meeting, it should be completed, stamp duty (not postage stamp) and deposited at the Registrar's office of the company, Africa Prudential Plc, 220B Road, Ikorodu Road, Palmgroove Lagos not less than forty-eight (48) hours before the time for holding the meeting.

2. Voting by Interested Persons

In line with the provisions of Rule 20.8 (h), Rules governing Related Party transactions of the Nigerian Exchange Limited, Interested Persons have undertaken to ensure that their proxies, representative or associates shall abstain from voting on resolution 8 above.

3. Profile of Directors

The profile of all Directors is contained in the Annual Report and are also available for viewing on the Company's website, www.hmkplc.com

4. Audit Committee

In accordance with Section 404(6) of the Companies and Allied Matters Act 2020, any Shareholder may nominate another shareholder for appointment to the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least Twenty-One (21) days before the Annual General Meeting.

5. Electronic version of the Annual Report and Accounts

Electronic versions of the 2024 Annual Report and Account are available online for viewing and download via the Company's website www.hmkplc.com and that of the Registrars www.africaprudential.com

6. Closure of Register/ Transfer Books

The Register of members and Transfer Books will be closed from Tuesday, 1st to Friday, April 4th, 2025 (both days inclusive) for the purpose of updating the Register.

7. Live Streaming of AGM

The AGM will be streamed live online. This will enable Shareholders and other stakeholders who will not be able to attend physically to also be part of the proceedings. The link for the live stream will be made available on the Company's website and the Registrar, in due course.

8. Change of Address

Members are required to notify the Company Secretary on the change if any, in their registered addresses.

9. 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 the 7th day of May 2025.

10. Dividend

If the dividend recommended by the Directors is approved by members, dividend will be payable on May 15, 2025, at the rate of 0.07 kobo per every 50 kobo ordinary share, subject to withholding tax, to shareholders whose names appear in the Register of Members as at close of business on 31 March 2025.

11. E-Dividend

Notice is hereby given to all shareholders to open bank accounts, stock broking 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 to furnish particulars of their accounts to the Registrar as soon as possible.

BY ORDER BOARD



OYEWOLE OLURIN
COMPANY SECRETARY
FRC/2015/NBA/00000010752
HALDANE MCCALL PLC:

4 Etsoye Close, Off Olaperi Street
Shonibare Estate, Off Mobolaji bank Anthony,
Maryland, Ikeja.
Lagos