



GUINNESS NIGERIA PLC

NOTICE OF THE 75TH ANNUAL GENERAL MEETING OF THE MEMBERS OF GUINNESS NIGERIA PLC

Notice is hereby given that the 75th Annual General Meeting of the Members of Guinness Nigeria Plc (the Company) will be held at the Grand Banquet Hall, Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos State, on Wednesday, 15th April, 2026, at 10.00 o'clock in the forenoon to transact the following businesses:

AGENDA

Ordinary Business

1. To lay before the Meeting, the Report of the Directors, the Financial Statements for the year ended 31st December 2025 and the Reports of the Independent Auditors and the Statutory Audit Committee thereon.
2. To elect/re-elect Directors.
 - i. To elect the following Directors who were appointed since the last Annual General Meeting:
 - a. Mr. Mayank Kabra as an Executive Director of the Company
 - b. Mrs. Olusola Oworu as an Independent Non-Executive Director of the Company
 - c. Mrs. Bola Adesola as an Independent Non-Executive Director of the Company
 - ii. To re-elect the Directors retiring by rotation –
 - a. Mrs. Vivien Shobo
 - b. Mr. John Musunga
 - c. Mr. Deepak Singhal
3. To disclose the remuneration of the Managers of the Company in line with the provisions of the Companies & Allied Matters Act 2020.
4. To appoint Ernst & Young as the Independent External Auditors for Guinness Nigeria Plc with effect from 1 January 2026 (i.e. Financial Year 2026) and to authorise the Directors to fix the remuneration of the Independent Auditors.
5. To elect members of the Statutory Audit Committee.

Special Business By Ordinary Resolution

6. To fix the remuneration of the Non-Executive Directors.
7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That, in compliance with the rules of the Nigerian Exchange Limited (NGX) governing transactions with related parties or interested persons, the general mandate granted to

Guinness Nigeria Headquarters, Cocoa Industries Road (Guinness Road), Ogba, Ikeja Lagos | Telephone +234 0201 2709100 | www.guinness-nigeria.com | RC 771

Directors: Prof. Fabian Ajogwu, SAN (Chairman) | Mr Harkishin Aswani (Singaporean) (Vice Chair) | Mr. Girish Sharma (Indian) (Managing Director) | Mr Mayank Kabra (Indian) (Finance & Strategy Director) | Mr Deepak Singhal (Indian) | Mr John Musunga (Kenyan) | Mrs. Vivien Shobo | Mrs Olusola Oworu | Mrs Bola Adesola



GUINNESS NIGERIA PLC

the Company in respect of all recurrent transactions entered into with a related party or interested person which are of a revenue or trading nature or are necessary for the Company's day to day operations including but not limited to the procurement of goods and services, financing and other incidental transactions on normal commercial terms be and is hereby renewed up to the date of the next Annual General Meeting".

No Voting by Interested Persons

In line with Rule 20.8(c)(8) of the Nigerian Exchange Limited Rules governing Related Party Transactions, interested parties shall ensure that their proxies, representatives and associates abstain from voting on the Resolution relating to the General Mandate above.

NOTES:

1. PROXY

Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.

A form of proxy is enclosed and if it is to be valid for the purposes of the Meeting, it must be completed, duly stamped and must be deposited at the office of the Registrar, Veritas Registrars Limited, Plot 89A, Ajose Adeogun Street, Victoria Island, Lagos not less than 48 hours before the time for holding the Meeting.

2. STATUTORY AUDIT COMMITTEE

In accordance with **Section 404(6) of the Companies and Allied Matters Act, 2020**, a nomination (in writing) by any member or a Shareholder for appointment to the Statutory Audit Committee should reach the Company Secretary at least 21 days before the date of the Annual General Meeting.

3. UNCLAIMED DIVIDENDS

Shareholders are hereby informed that some dividends have been returned to the Registrars as unclaimed, while some have neither been presented to the Banks for payment nor to the Registrars for revalidation. A list of such unclaimed dividends will be available on our website, <https://www.guinness-nigeria.com/en>.

Affected members are by this notice, advised to contact the Registrars at Veritas Registrars Limited, 89a Ajose Adeogun Street, Victoria Island, Lagos, P.O. Box 75315, Victoria Island or via email at enquiry@veritasregistrars.com.

4. E-DIVIDEND

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment. A detachable e-dividend payment mandate and change of address form is attached to the Annual Report to enable shareholders furnish particulars of their bank and CSCS Accounts numbers to the Registrar. The e-dividend payment mandate form is also available on our website - <https://www.guinness-nigeria.com/en> as well as the website of our

Guinness Nigeria Headquarters, Cocoa Industries Road (Guinness Road), Ogba, Ikeja Lagos | Telephone +234 0201 2709100 | www.guinness-nigeria.com | RC 771

Directors: Prof. Fabian Ajogwu, SAN (Chairman) | Mr Harkishin Aswani (Singaporean) (Vice Chair) | Mr. Girish Sharma (Indian) (Managing Director) | Mr Mayank Kabra (Indian) (Finance & Strategy Director) | Mr Deepak Singhal (Indian) | Mr John Musunga (Kenyan) | Mrs. Vivien Shobo | Mrs Olusola Oworu | Mrs Bola Adesola



GUINNESS NIGERIA PLC

Registrars www.veritasregistrars.com.

5. GENERAL MANDATE CIRCULAR

A circular on the resolution for shareholders' renewal of the general mandate for recurrent transactions with related parties, which provides the rationale for the mandate sought is included in the Annual Report and Financial Statements.

6. 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 Secretary not later than two weeks before the Annual General Meeting.

7. ADDITIONAL DIRECTORS FOR ELECTION

Mr. Mayank Kabra, Mrs. Olusola Oworu and Mrs. Bola Adesola were, by virtue of resolutions of the Board of Directors (the "Board") of Guinness Nigeria Plc (the "Company") appointed to fill casual vacancies on the Board caused by the resignation of Mr. Emmanuel Difom, and the retirement of Dr. Omobola Johnson and Ms. Ngozi Edozien, respectively.

8. PROFILE OF DIRECTORS STANDING FOR ELECTION/RE-ELECTION

The profiles of the Directors standing for election/re-election are contained in the Annual Report and on the website of the Company.

Dated: 13th day of March 2026

By Order of the Board

Abimbola Ajibola-Jimoh

Company Secretary

FRC/2026/PRO/NBA/002/381739

REGISTERED OFFICE:

Guinness Nigeria Headquarters

Cocoa Industries Road (Guinness Road), Ogba - Ikeja, Lagos

Private Mail Bag 21071,

Ikeja, Lagos.

<https://www.guinness-nigeria.com/en>

** Shareholders who are interested in accessing or downloading an electronic copy of the 2024 Annual Report should note that the Annual Report is accessible on <https://www.guinness-nigeria.com/en> and www.veritasregistrars.com.*

The Annual General Meeting will be streamed live for shareholders and relevant stakeholders too as observers. The link will be made available on the Guinness Nigeria website before the date of the meeting.

Guinness Nigeria Headquarters, Cocoa Industries Road (Guinness Road), Ogba, Ikeja Lagos | Telephone +234 0201 2709100 | www.guinness-nigeria.com | RC 771

Directors: Prof. Fabian Ajogwu, SAN (Chairman) | Mr Harkishin Aswani (Singaporean) (Vice Chair) | Mr. Girish Sharma (Indian) (Managing Director) | Mr Mayank Kabra (Indian) (Finance & Strategy Director) | Mr Deepak Singhal (Indian) | Mr John Musunga (Kenyan) | Mrs. Vivien Shobo | Mrs Olusola Oworu | Mrs Bola Adesola