



NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 70th Annual General Meeting of PZ Cussons Nigeria Plc will be held at the Transcorp Hilton, Abuja, F.C.T on Thursday, 18 October 2018 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To lay before members the Report of the Directors, the Financial Statements for the year ended 31 May 2018 and the Reports of the Auditors and the Audit Committee thereon.
2. To declare a Dividend
3. To elect/re-elect Directors
4. To authorise the Directors to fix the remuneration of the Auditors
5. To elect members of the Audit Committee

SPECIAL BUSINESS

6. To approve the remuneration of the Directors
7. To consider and pass the following resolution as an ordinary resolution of the Company:

"That the general mandate given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, including the procurement of goods and services, on normal commercial terms, in compliance with the NSE Rules Governing Transactions with Related Parties or Interested be and is hereby renewed"

Dated this 8th day of August 2018

By Order of the Board

Abiola Laseinde FCIS

Company Secretary/Head, Corporate Services
FRC/2016/NBA/00000015857

PZ Cussons Nigeria PLC
45/47, Town Planning Way
Ilupeju Industrial Estate
Lagos
www.pzcussons.com.ng

NOTES

Proxy

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her place and such proxy need not be a member of the company. A proxy form is enclosed and if it is to be valid for the meeting, it must be completed and deposited at the registered office of the Company not less than 48 hours before the time of the Meeting.

Dividend Payment and Closure of Register

If the dividend recommended by the Directors is approved, dividend will be paid electronically on Friday, 19 October 2018 to Shareholders whose names are on the Company's Register of Members at the close of business on Friday, 21 September 2018 and who have completed the e-dividend registration and mandated the Registrar to pay their dividends directly into their bank accounts in compliance with the directives of the Securities and Exchange Commission.

Notice is hereby given that the Register of Members and Transfer Books of the Company will be closed from Monday, 24 September 2018 to Friday, 28 September 2018 (both dates inclusive), to enable the preparation and payment of dividend.

Nominations for the Audit Committee

The Audit Committee consists of three Shareholders and three Directors. In accordance with section 359 (5) of the Companies and Allied Matters Act, CAP C20, any member may nominate a Shareholder as a member of the Committee by giving notice in writing of such nomination to reach the Company Secretary at least 21 days before the Annual General Meeting.

Unclaimed Dividend Warrants and Share Certificates

Shareholders are hereby informed that several dividend warrants and share certificates remain unclaimed. Some dividend warrants have not been presented to the bank for payment or to the Registrar for revalidation. A list of such members has been circulated with the Annual Report. Affected members are advised to contact the Registrars.

E-dividend/Bonus

Pursuant to the directive of the Securities and Exchange Commission, members are hereby advised to open bank accounts, stock broking accounts and CSCS accounts for the purpose of the payment of e-dividend/bonus. Relevant forms are attached to this Annual Report for completion to furnish the particulars of these accounts to the Registrar.

Rights of Shareholders to Ask Questions

Pursuant to Rule 19.12(c) of The Nigerian Stock Exchange Rulebook 2015, shareholders have the right to ask questions not only at the Meeting, but also in writing prior to the Meeting and such questions shall be submitted to the Company Secretary not later than two weeks before the date of the Meeting.