NOTICE OF 42ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 42nd Annual General Meeting of Ardova Plc will be held at Chukwura Hall, Southern Sun Hotel, 47 Alfred Rewane Road, Ikoyi, Lagos on Monday 12 April 2021 at 10.00am to transact the following business:

ORDINARY BUSINESS
1. To formally present to the Members, the Audited Financial Position with the Statement of Profit or Loss and other Comprehensive Income for the year ended 31 December 2020, the Report of the Directors and the Report of the Auditors and Statutory Audit Committee thereon.
2. To declare a dividend, subject to obtaining all relevant regulatory approvals.
3. To elect/re-elect the members of the Statutory Audit Committee.
4. To disclose the remuneration of managers of the Company.

SPECIAL BUSINESS
5. To fix the remuneration of the Directors.
6. To elect/re-elect the members of the Statutory Audit Committee.

SPECIAL BUSINESS
7. To be determined by the Directors, subject to obtaining all relevant regulatory approvals.

To the shareholders,

The unclaimed dividend list will be uploaded on the Company’s Website www.ardovaplc.com for your attention and necessary action.

SPECIAL BUSINESS
The Company has approved that the matters under Special Business be tabled at the Annual General Meeting.

VIEWING OF THE PROCEEDINGS OF THE MEETING
The Meeting will be streamed live online to enable Shareholders and other Stakeholders who will not be attending physically to follow the proceedings. The link for the live streaming of the meeting will be made available on the Company’s website at www.ardovaplc.com

PROXY FORM
The 42nd Annual General Meeting of Ardova Plc will be held at Oldudala Hall, Southern Sun Hotel, 47 Alfred Rewane Road, Ikoyi, Lagos on Monday 12 April 2021 at 10.00am.

I/We………………………………………………… being a member/member of Ardova Plc hereby appoint (please tick one out of the underlined/initialed prominent):
· Mr. Abdulwasiu Sowami;
· Sir Sunny Nwosu, KSS;
· Mrs. Adelokoh Wasiyu-Olabami; or
· Mr. Patrick Ajibade;
· Mr. Boniface Okezie; or
· Pastor Samson Olagoke; or
· Chief Timothy Adesiyan; or
· Mrs. Esther Augustine; or
· Pastor Alex Aola
as proxy/ proxies to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 12 April 2021, and at any adjournment thereof.

Dated this ……… day of ……… 2021.

For your convenience, an electronic copy of this Proxy Form has been prepared to enable Shareholders entitled to attend and vote at the meeting to forward their votes electronically.

To be valid, this proxy form should be duly stamped by the Commissioner of Stamp Duties and signed before posting it to reach the address overleaf not later than 48 hours before the time fixed for the meeting.

The Statutory Audit Committee consists of 3 shareholders and 2 Directors in accordance with Section 404(3) of the Companies and Allied Matters Act 2020. In line with Section 404(4) of the Act any member may nominate a shareholder as a member of the Statutory Audit Committee upon written notice of such nomination to the Secretary of the Company at least 21 days before the Annual General Meeting. Nominations shall be in writing and must be in accordance with the Rules of the Nigerian Stock Exchange governing transactions with related parties or companies in Nigeria. Accordingly, we would, therefore, request that the nominations be accompanied by a copy of the nominee’s curriculum vitae.

DIVIDEND
If the dividend recommended by the Directors is approved by the members at the Annual General Meeting, dividend will be paid on 13 April 2021 to the Shareholders whose names appear in the Company’s Register of Members at the close of business on 23 March 2021.

RE-ELECTION OF DIRECTORS
In accordance with Articles 88 and 89 of the Company’s Articles of Association, the Directors retiring by rotation in Pcs. Mrs. Adebisi Oluwayemisi Bakare and being eligible offers herself for re-election as a Director of the Company. The biographical details of Pcs. Mrs. Adebisi Oluwayemisi Bakare is available in the Annual Report and on the Company’s website, www.ardovaplc.com.

RIGHT TO ASK QUESTIONS
Members and Shareholders have the 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 no later than 9 April 2021. For ease of submission a dedicated email address has been created to receive the submissions.

UNCLAIMED DIVIDENDS
The Company notes that some dividend warrants sent to shareholders are yet to be presented for payment and some shareholders are yet to mandate their bank accounts for the payment of dividends. Therefore, all shareholders with “unclaimed dividends” should address their claims to the Registrars, Veritas Registrars Limited, P.O. Box 13402, Lagos, Nigeria or to the Company Secretary at the address of the registered office. Members are urged to avail themselves of the use of the forms provided to update their information, particularly as it relates to the mandate of their dividends and use of the Central Securities Clearing System (CSC).

CLOSURE OF REGISTER
The Register of Members will be closed from 26 March 2021 for the purpose of updating the Register of Members.

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