



THE TOURIST COMPANY OF NIGERIA PLC

6 - 8 Ahmadu Bello Way Victoria Island Lagos Nigeria. Telephone +234 (1) 277 9000
Websites: www.tcn.com.ng www.suninternational.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 56th Annual General Meeting of the Tourist Company of Nigeria Plc will be held at the Federal Palace Hotel & Casino, 6 - 8 Ahmadu Bello Way, Victoria Island, Lagos on Friday, July 29, 2022, at 11:00 am to transact the following business:

AGENDA

ORDINARY BUSINESS

- To lay before members for approval, the audited Financial Statements for the year ended 31 December, 2020, and to receive the report of the Directors, Audit Committee and Auditors thereon;
 - To re-elect the following Directors retiring by rotation in accordance with the Company's memorandum and articles of association.
 - Mr Ramakhatela Mokhobo, Mr Abatcha Bulama, Mr Ufuoma Ibru
 - Special Notice is hereby given to re-elect Dr Alexander Thomopoulos as a Director of the Company, notwithstanding that he is over 70 years old
 - To authorize the Directors to fix the remuneration of the External Auditors.
 - To elect members of the Statutory Audit Committee.
 - To note the remuneration of Managers as disclosed in the Company's audited Financial Statements for the year ended 31 December 2020.
- To amend article 59 to include '...disclosure of remuneration of managers of the Company...'
 - To include under article 90 'A non-executive director who has served on the Board for longer than 9 years or who has attained the age of 70 years shall be required to retire annually at each AGM and being eligible may stand for re-election by shareholders'
 - To amend article 96 to include 'To the extent that the applicable laws may permit, the Directors are authorized to hold meetings electronically'
- To approve the appointment of Mr Graham Wood as a Director of the Company (who was previously appointed by the Board to fill a casual vacancy arising from the retirement of Mr Norman Basthdaw from the Board).
 - To approve and grant a general mandate to the Board of Directors to engage in transactions with related parties as subsequently would be required for the proper running and day to day operations of the Company.

Notes:

I. PROXY

A member of the Company entitled to attend and vote at the meeting who is unable to attend the meeting and wishes to be represented at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. A Proxy Form is enclosed herewith, and if it is to be valid for the meeting, it must be completed and duly stamped by the Commissioner of Stamp Duties and deposited at the registered office of the Registrars, Greenwich Registrars and Data Solutions, 274 Murtala Muhammed Way, Yaba, Lagos not less than 48 hours before the time of the meeting. The form may also be sent via email to proxy@gtlregistrars.com. The Company will bear the cost of the stamping all completed proxy forms.

SPECIAL BUSINESS

- To approve the remuneration of the Directors.
- To approve the amendments to the Company's Memorandum and Articles of Association. The amendments are as follows:
 - To amend all references to the Companies and Matters Act (CAMA) 1990 to CAMA 2020
 - To amend article 6 to read '...at the disposal of the shareholders and they may, subject to article 48, offer, grant options over, delegate the power to allot shares to the directors or otherwise...' instead of '...at the disposal of the directors and they may, subject to article 48, offer, grant options over, or otherwise...'

II. COMPLIANCE WITH REGULATORY GUIDELINES ON COVID-19

In line with the Guidelines of the Corporate Affairs Commission (CAC) on the conduct of Annual General Meetings (AGMs) by Proxy, and the need to comply with government directives on health and safety measures against the COVID-19 pandemic, attendance at the AGM will be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

Bakare Adebisi Oluwayemi
Prince Anthony Omojola
Mr Ufuoma Ibru
Dr Alexander Thomopulos
Mr David Kliegl
Sir Olatunde Okelana

III. NOMINATIONS FOR THE AUDIT COMMITTEE

Under Section 404(6) of the Companies and Allied Matters Act 2020, Laws of the Federation of Nigeria, any member may nominate a shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. Such nominations should be guided by the requirements of the Nigerian Code of Corporate Governance in Nigeria, 2018. Please note that the nominees shall be financially literate with proof of qualification.

IV. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders 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 on or before Tuesday, 19 July 2022.

V. CLOSURE OF REGISTER

The Register of Members and the Transfer Books of the Company will be closed from Friday, 15 July 2022 to Thursday, 21 July 2022, both dates inclusive.

BY ORDER OF THE BOARD



Florence Ojewumi
FRC/2020/002/NBA/00000020640
For PUNUKA NOMINEES LIMITED
Company Secretary
Lagos
16 June 2022