



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 57th 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

1. To lay before members for approval, the audited Financial Statements for the year ended December 31 2021, and to receive the report of the Directors, Audit Committee and Auditors thereon;
 2. To re-elect the following Directors retiring by rotation in accordance with the Company's memorandum and articles of association.
 - Chief Anthony Idigbe, SAN and Mr Andrew Johnston
 - 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
 3. To appoint BDO Professional Services as the Company's external auditor
 4. To authorize the Directors to fix the remuneration of the External Auditors
 5. To elect members of the Statutory Audit Committee.
 6. To note the remuneration of Managers as disclosed in the Company's audited Financial Statements for the year ended 31 December 2021.
4. 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.

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.

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:

SPECIAL BUSINESS

1. To remove KPMG Professional Services Ltd as the Company's external auditor
2. To approve the appointment of the Internal Auditors of the Company.
3. To approve the remuneration of the Directors

Mrs Ganiat A Siyonbola
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 a 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
02 June 2022