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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 44th Annual General Meeting of The Okomu Oil Palm Company Plc will be held at Transcorp Hilton Hotel, 1 Aguiyi Ironsi Street, Maitama, Abuja, FCT on **Thursday, 23rd May 2024** at 10.00 am to transact the following:

ORDINARY BUSINESS

1. To lay before the members of the Company the Audited Financial Statements of the Company for the financial year ended 31 December 2023, together with the reports of the Directors, Auditors, and Audit Committee thereon.

2. To declare a dividend

3. To elect/re-elect Directors:

a) To ratify the appointment of Chief Osaro Idah as a Non-Executive Director of the Company

b) To re-elect the following Directors retiring by rotation:

- Mr. Gbenga Oyebo (Non-Executive Director)

- Mr. Regis Helmoortel (Non-Executive Director)

- Mrs. Vivien Shobo (Independent Non-Executive Director)

4. To authorize the Directors to fix the remuneration of the Auditors

5. To elect members of the Audit Committee

6. To disclose the remuneration of Managers

SPECIAL BUSINESS

7. To fix the remuneration of the Directors”

8. “That pursuant to Rule 20.8 of the Rulebook of The Nigerian Exchange Issuers Rule, a general mandate be and is hereby given authorizing the Company to enter into recurrent transactions with related parties necessary for the Company’s day-to-day operations, including the procurement of goods and services, on normal commercial terms”.

9. To consider and if thought fit, to pass the following as a special resolution:

“That the Company’s Articles of Association be and is hereby altered by deleting Article 68 and substituting same with the following new Article:

Article 68: The Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Any other general meetings held within the year shall be called “Extraordinary General Meetings”. The General Meetings of the Company may be held physically and/or electronically, as determined by the directors and both types of general meetings if determined to be held physically, shall be held within Nigeria.

NOTES:

1. Proxy

A member of the Company who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her/its stead. A proxy need not be a member of the company.

For the appointment of a proxy to be valid, the executed proxy form should be deposited at the office of the Company’s Registrar, Cardinalstone Registrars Ltd, 335/337, Herbert Macaulay Road, Yaba, Lagos not later than 48 hours before the time of the meeting.

A blank proxy form is attached to this Annual Report. The Company has made arrangements, at its cost, for stamping the duly completed and signed instruments of Proxy.

2. Closure of Register and Transfer Books

Notice is hereby given that the register of members and transfer books of the company will be closed on the 26th of April 2024 to enable the Registrars to prepare an up-to-date Register of Members.

3. Payment of Dividend

If the final dividend recommended by the Board of Directors is approved, the dividend will be paid on Thursday, 23rd of May 2024, to shareholders whose names appear in the register of members at the close of business on Thursday, 25th of April 2024.

4. E- Annual Report

The electronic version of the Annual Report is available online for viewing and download at our website www.okomunigeria.com. Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email. Furthermore, shareholders who are interested in receiving the electronic version of the Annual Report are kindly required to request via email to raymond.akokota@cardinalstone.com.

5. E-Dividend

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment. A detachable e-dividend mandate form is included in the Annual Report to enable shareholders to furnish particulars of their accounts to the Registrar. The e-dividend mandate form is also available on the website of our Registrar: www.cardinalstoneregistrar.com

6. Unclaimed Dividends

Several dividend warrants remain unclaimed or are yet to be presented for payment or returned to the Registrars for revalidation. The list of such shareholders will be circulated with the Annual Report and can also be accessed on our website. Shareholders affected are advised to contact the Company's Registrar, Cardinalstone Registrars Ltd, 335/337 Herbert Macaulay Way, Yaba, Lagos.

7. Nomination for the Audit Committee

In accordance with section 404(6) of the Companies and Allied Matters Act 2020, any member may nominate a shareholder 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.

8. Rights of Shareholders to Ask Questions

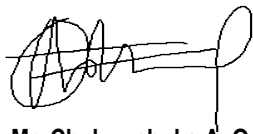
Shareholders have a right to ask questions not only at the meeting, but also in writing prior to the Meeting, and such questions should be submitted to the Company Secretary at the Company's head office or via email (eomerole@okomunigeria.com) not later than the 16th of May 2024.

9. Live streaming of the AGM

The AGM will be streamed live. This will enable shareholders who will not attend physically to follow the proceeding. The link for the AGM streaming will be available on the Company's website at www.okomunigeria.com.

Dated this 1st day of May 2024.

BY ORDER OF THE BOARD



Mr. Chukwuebuka A. Omerole

P.C. Obi & CO.

Company Secretary

FRC/2022/PRO/NBA/00000024073

Registered office:

Okomu Oil Palm Company plc Estate
Okomu-Udo, Ovia South West L.G.A,
Edo State.