



BETA GLASS PLC

HEAD OFFICE

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DELTA PLANT

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **48th Annual General Meeting** of Beta Glass PLC will be held by Proxy at **Eko Hotels and Suites, 1415 Adetokunbo Ademola Street, Victoria Island, Lagos on Tuesday, July 5, 2022 at 12.00 Noon** to transact the following business:

ORDINARY BUSINESS

1. To lay before the meeting, the audited financial statements for the year ended December 31, 2021 together with the Directors', Auditors' and Audit Committee's Reports thereon.
2. To declare a dividend.
3. To elect/re-elect Directors in accordance with the Company's Articles of Association.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To disclose the remuneration of the Managers of the Company.
6. To elect Shareholders' Representatives on the Audit Committee.

SPECIAL BUSINESS

7. To fix the remuneration of Directors.
8. To renew General Mandate for Related Party Transactions.
9. To consider and approve as an Ordinary Resolution of the Company:
 - a) That in accordance with Article 51 of the Articles of Association of the Company and Section 430 Companies and Allied Matters Act 2020 ("CAMA") and all other applicable laws and regulations, the Directors be and are hereby authorised to capitalise the sum of N55,552,444.00 (Fifty Five Million Five Hundred and Fifty Two Thousand Four Hundred and Forty Four Naira) (Gross of Withholding Tax) out of the balance standing to the credit of the retained earnings of the Company as at 31 December 2021, and available for distribution, and to appropriate the afore-stated capitalised sum to paying up, in full and at par value one (1) ordinary share at 50 Kobo each for the purpose of issuance of bonus shares to the existing ordinary shareholders of the Company holding five (5) ordinary shares of 50 Kobo each in the share capital of the Company whose names are registered in the Company's Register of Members at the close of business on June 10 2022; which bonus shares being ordinary shares shall be issued, allotted, credited as fully paid up, and at par in the proportion of One (1) ordinary share of 50 Kobo for every Five (5) ordinary



shares of 50 Kobo now held by them, and shall rank parri passu in all respect with the existing ordinary shares of the Company.

- b) That the Directors be and are hereby authorised to deal with fractional shares resulting from the issuance of the bonus shares, as they deem fit pursuant to the extant practices, laws, rules and regulations.
10. To consider and approve as a Special Resolution of the Company:
 - a) The cancellation of 33,600 units of ordinary shares of Fifty Kobo (50 Kobo) each from the Company's existing unissued shares.
11. That the Company be and is hereby authorised to enter into and execute agreements, deeds, notices and any other document(s) necessary for and/or incidental to the above resolutions.
12. That the Company be and is hereby authorised to appoint such professional parties, consultants and advisers as may be required to comply with the above resolution.
13. That the Directors be and are hereby authorised to perform all acts and to do all such other things as may be necessary for; or incidental to giving effect to the above resolutions, including without limitation, complying with the directives of the regulatory authorities.

NOTES:

1. Proxy

In view of the COVID-19 Pandemic, restriction on mass gathering in Coronavirus (COVID-19) Health Protection Regulations 2021 and in line with the Corporate Affairs Commission's Guidelines, attendance at the AGM shall be by **PROXY ONLY**. A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote instead of him or her. A proxy need not be a member of the Company.

Consequently, members are required to appoint a proxy of their choice from the list of the nominated proxies below.

1. Otunba Abimbola Ogunbanjo
2. Mr. Darren Bennett-Voci
3. Mr. Matthew Akinlade
4. Mr. John Afolabi Ogundipe
5. Mr. Kolawole Durojaiye
6. Dr. Anthony Omojola



2. Stamping of Proxy Forms

A proxy form is enclosed in the Annual Report. All instruments of the proxy should be deposited with the Registrar at Cardinalstone (Registrar) Limited at 335/337 Herbert Macaulay Way, Sabo, Yaba, Lagos or by email to registrars@cardinalstone.com not less than 48 hours before the time for holding the meeting. The Company has made arrangements at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Registrar within the stipulated time.

3. Live Streaming of the AGM

The AGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending in person to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at <https://www.frigoglass.com/beta-glass-investors/>

4. Dividend

If the dividend recommended by the Directors is approved, dividend will be paid on July 6, 2022 to the shareholders whose names appeared on the Company's Register of Members at the close of business on June 10, 2022.

5. E- Dividend / Bonus Mandate

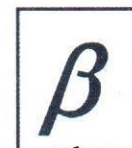
Shareholders are advised to complete the e-dividend/ e-bonus mandate forms, and/or or update their records and relevant bank accounts for this purpose. Detachable forms in respect of the mandate forms are attached to the Annual Report for convenience. The duly completed forms should be returned to the Company's Registrar, Cardinalstone (Registrar) Limited at 335/337 Herbert Macaulay Way, Sabo, Yaba, Lagos.

6. Unclaimed Dividend

Several dividend warrants remain unclaimed or are yet to be presented for payment or returned to the Registrars for revalidation. A list of such members will be circulated with the Annual Report and Financial Statements in addition to being available online for viewing and download from our website <https://www.frigoglass.com/betaglass-investors/>. Members affected are advised to complete the e-dividend registration or write to or call at the office of the Company's Registrar, Cardinalstone (Registrar) Limited at 335/337 Herbert Macaulay Way, Sabo, Yaba, Lagos, during normal working hours.

7. E- Report

In order to improve delivery of our Annual Report, we have inserted a detachable Form to the Annual Report and The electronic version of the Annual Report is available at <https://www.frigoglass.com/betaglass-investors/>. Shareholders who have provided their email addresses to the Company's 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



registrars@cardinalstone.com or complete the detachable Form attached to the Annual Report and return to the Registrars for processing.

In addition, Annual Reports are available online for viewing and download from our website at <https://www.frigoglass.com/betaglass-investors/>

8. Closure of Register

The Register of Members and the Register of Transfers will be closed on June 13, 2022 to June 17, 2022 (both dates inclusive) for the purpose of updating the Register of Members.

9. Nominations for the Statutory Audit Committee

In accordance with section 404(6) of the Companies and Allied Matters Act, 2020, any member may nominate a Shareholder for election as a member of the Statutory Audit Committee by giving in writing, notice of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. We request shareholders to note Section 404(5) of CAMA which provides "All members of the Statutory Audit Committee shall be financially literate and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly".

10. Rights of Shareholders to ask questions

In accordance with Rule 19.12(C) of the Listing Rules of the Nigerian Exchange Limited, 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 office of the Company Secretary on or before June 28, 2022.

BY THE ORDER OF THE BOARD

BOLA ADEBISI (MS)
Company Secretary

FRC/2013/NBA/00000002344

IDDO HOUSE, IDDO, LAGOS

Dated this 30th day of May 2022.