

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 37th Annual General Meeting of Cutix Plc will be held by proxy at the Company's Head Office, 17, Osita Onyejianya Street, Umuanuka, Otolo Nnewi, Anambra State on Friday, November 27, 2020 at 11 a.m. to transact the following business:

ORDINARY BUSINESS

1. To Receive the Audited Accounts for the Year ended April 30, 2020 together with the Report of the Directors, Audit Committee and Independent Auditors
2. To Declare a Dividend
3. To Elect Directors
4. To Authorise the Directors to Fix the Remuneration of the Auditors
5. To Elect Members of the Audit Committee
6. To Appoint External Auditors

SPECIAL BUSINESS

7. To Approve the Remuneration of Directors
8. To consider and if thought fit, pass the following with or without modification as special resolutions of the Company:
 - a) "That the Articles of Association of the Company be and is hereby amended by the inclusion of the following new Sub-Clauses to Clause 102 (Proceedings of Directors):
 102. (4) Any Director may validly participate in a meeting of the Board or a Committee of the Board through electronic medium or any other form of communication equipment (whether in use when these Articles are adopted or developed subsequently), provided that all persons participating in the meeting are able to hear and speak to one another throughout such meeting.
 102. (5) A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to have taken place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, the meeting shall be deemed to have taken place at the registered address of the Company.
 102. (6) A resolution passed at any meeting held in the above manner and signed by the Chairman of the meeting shall be as valid and effectual as if it had been passed at a meeting of the Board (or Committee as the case may be) duly convened and held".
 - b) "That Directors be and are hereby authorised to take all necessary steps to give effect to these resolutions".

NOTES

1. COMPLIANCE WITH COVID-19 RELATED DIRECTIVES AND GUIDELINES

The Federal Government of Nigeria, State Governments, Health Authorities and Regulatory Agencies have issued a number of guidelines and directives aimed at curbing the spread of Covid-19 in Nigeria. To ensure the safe conduct of the 37th Annual General Meeting in accordance with the guidelines issued by the Nigeria Centre for Disease Control and the Corporate Affairs Commission, attendance

shall be by proxy and shall be limited to a maximum of twenty people. The convening and conduct of the AGM shall be in compliance with these directives and guidelines.

2. **PROXY**

Only members (shareholders) of the Company who are entitled to attend and vote at the Annual General Meeting can appoint proxies to vote in their stead. Each member is to appoint a proxy by ticking the relevant box in the Proxy Form attached in the Annual Report to indicate how his/her vote is to be cast for each proposed resolution on the agenda. Duly executed Proxy Forms should be deposited at the office of the Company's Registrar - EDC Registrars Ltd, 23, Olusoji Idowu Street, Ilupeju, Lagos, (behind Mutual Benefit Insurance Head office) or sent to the Registrar by email to info@edcregistrars.com not later than 5:00 pm on November 25, 2020. A blank proxy form is attached to the Annual Report and may also be downloaded from the Company's website at www.cutixplc.com.ng or the Registrar's website at www.edcregistrars.com.ng.

3. **NOMINATED PROXIES**

Members entitled to vote are required to appoint a proxy of their choice from the underlisted nominated proxies to represent them at the AGM:

- a) Dr. Gilbert Uzodike
- b) Amb. Okwudili Nwosu
- c) Mrs. Ijeoma Oduonye
- d) Mrs. Chinwendu Nwokporo
- e) Chief Edmund Njoku
- f) Mrs. E. O. Obideyi
- g) Sir Daniel Olisakwe

The Company has made arrangement at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

4. **LIVE STREAMING OF THE AGM**

The AGM will be streamed live online to enable shareholders and other stakeholders who will not be attending physically follow the proceedings of the Meeting. The link for the live streaming of the AGM will be made available on the Company's website at www.cutixplc.com.ng and through the Registrar, EDC Registrars Ltd.

5. **CLOSURE OF REGISTER OF MEMBERS AND TRANSFER BOOKS**

The Register of Members and Transfer Books of the Company will be closed from Monday, November 16, 2020 to Friday, November 20, 2020, both dates inclusive, for the purpose of preparing an up-to-date Register of Members.

6. **DIVIDEND PAYMENT**

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, shareholders' accounts will be credited directly within 72 hours after the Meeting to mandated accounts of members so entitled whose names appear in the Register of Members as at the close of business on November 13, 2020.

7. **E-DIVIDEND**

Notice is hereby giving to Shareholders who have not joined the e-dividend platform are please requested to furnish the Registrars with the details of their bank accounts to enable direct crediting of dividends into their accounts. A detachable e-dividend application form is attached to the Annual Report for use and the service is available to all the shareholders free of charge.

8. **UNCLAIMED DIVIDEND**

The list of unclaimed dividends has been uploaded on the Company's website - www.cutixplc.com.ng

9. **NOMINATION TO THE STATUTORY AUDIT COMMITTEE**

In accordance with Section 395(5) of the Companies and Allied Matters Act, CAP C20 LFN 2004, a shareholder may nominate another shareholder for appointment as member of the Statutory Audit Committee by giving notice to the Company Secretary at least 21 days before the Annual General Meeting. Nominators should note that under the Nigeria Code of Corporate Governance (2018), members of the Audit Committee should have basic financial literacy and should be able to read financial statements.

10. **RIGHT OF SHAREHOLDERS TO ASK QUESTIONS**

Pursuant to Rule 19.12 (c) of the Nigerian Stock Exchange's Rulebook 2015, please note that it is the right of every shareholder to ask questions not only at the meeting but also in writing prior to the meeting. We urge that such questions be addressed to the Company Secretary and submitted to the registered office of the Company or by electronic mail via secretariat@cutixplc.com.ng latest seven days before the meeting.

11. **ELECTRONIC ANNUAL REPORT**

In order to improve timely delivery of our Annual Report, we have inserted a detachable Shareholders Update Form in the 2020 Annual Report. We hereby request shareholders to complete the form by providing their contact and other requested details and thereafter return same to the Registrars for further processing. Additionally, an electronic version of the 2020 Annual Report is available on the Company's website at www.cutixplc.com.ng.

Dated this 16th day of July 2020

BY ORDER OF THE BOARD


CHINWENDU NWOKPORO (ACIS)
COMPANY SECRETARY
FRC/2019/ICSAN/00000019775