

INFORMATION PACK FOR
**EXTRAORDINARY GENERAL
MEETING**

of



holding on

Thursday, February 25, 2021

at

The Company's Head Office

(Training Room, 3rd Floor),

17, Osita Onyejianya Street, Umuanuka,

Otolo Nnewi, Anambra State

by

10.00 a.m Prompt

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you have sold or otherwise transferred all your shares in Cutix Plc, please give this document and the accompanying proxy form to the purchaser or transferee or to the Stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The receipt of this document or of any information contained in it or supplied with it or subsequently communicated to any person does not constitute investment advice to a shareholder from Cutix Plc or to any other person by the Company or its Directors and the Company does not commit to providing shareholders with any other information, updates or corrections to this document or the information contained herein.

EXPLANATORY NOTE ON THE PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF CUTIX PLC

This Explanatory Note has been prepared to provide all the material information to all the Shareholders of Cutix Plc. (“the Company”), in respect of the Special Business to be considered at the Extraordinary General Meeting ("EGM"), in the accompanying Notice.

Introduction

The Explanatory Note to the Notice of Extraordinary General Meeting provides additional information on matters to be considered at the meeting. It forms part of the Notice of Extraordinary General Meeting. The Directors believed that this Explanatory Note will be material to Shareholders in deciding whether or not to vote in favour of the resolution to be put to the Extraordinary General Meeting scheduled to hold on Thursday, February 25, 2021 as set out in the accompanying Notice. The Directors recommend that Shareholders should read the accompanying Notice of Meeting and this Explanatory Note in its entirety.

Purpose

The purpose of the Extraordinary General Meeting is to seek Shareholders approval for the proposed increase in the Authorised Share Capital of Cutix Plc. Consequently, the Board of Directors of the Company invites all Shareholders to attend the General Meeting to be held at the Company's Head Office (Training Room, 3rd Floor), 17, Osita Onyejianya Street, Umuanuka, Otolu Nnewi, Anambra State on Thursday, February 25, 2021, by 10.00 am.

Process

At the Extraordinary General Meeting (“EGM”) scheduled for 25th of February 2021:

1. The Shareholders will consider and, if thought fit, pass the following resolutions:
 - a) “That the Authorised Share Capital of the Company be and is hereby increased from ₦1,435,801,696 (One Billion, Four Hundred and Thirty Five Million, Eight Hundred and One Thousand, Six Hundred and Ninety Six Naira Only) divided into 2,871,603,392 ordinary shares of 50 Kobo each (Two Billion, Eight Hundred and Seventy-One Million, Six Hundred and Three Thousand, Three Hundred and Ninety-Two Ordinary Shares of 50 Kobo each) to ₦1,935,801,696 (One Billion, Nine Hundred and Thirty Five Million, Eight Hundred and One Thousand, Six Hundred and Ninety-Six Naira Only) divided into 3,871,603,392 ordinary shares of 50 Kobo each (Three Billion, Eight Hundred and Seventy-One Million, Six Hundred and Three Thousand, Three Hundred and Ninety Two ordinary shares of 50 Kobo each) by the creation and addition thereto of 1,000,000,000 ordinary shares of 50 Kobo each (One Billion additional ordinary shares of 50 Kobo each) ranking in all respect, paripassu with the existing ordinary shares of the Company”.
 - b) “That the Company's Memorandum and Articles of Association be amended to reflect the changes authorised by the foregoing resolution”.
 - c) “That the Directors be and are hereby authorised to do all acts and to approve, sign and/or execute all documents, appoint such professional parties and advisers, seek approval and comply with the directives of the relevant regulatory authorities, perform all such other acts and do all such other things as may be necessary or incidental to, or deemed appropriate to giving effect to the above resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given approval thereto expressly by the authority of the above resolutions”.

Action to Be Taken

The approval of the Shareholders of Cutix Plc is required to give effect to the resolutions. The Board of Directors of Cutix Plc therefore invites the shareholders to the Extraordinary General Meeting, either in person or by proxy. If you are unable to attend the meeting, kindly complete the attached proxy form and return it in accordance with the instructions provided. To be effective, the completed proxy form must be deposited at the office of the Company's Registrar, Crescent Registrars Ltd - 23, Olusoji Idowu Street, Ilupeju, Lagos, (behind Mutual Benefit

Insurance Head office) or via email to info@crescentregistrars.com not less than 48 hours before the time of the meeting. For the instrument of proxy to be valid for the purpose of this meeting, it must be completed and duly stamped by the Commissioner of Stamp Duties.

Contact

The Company Secretary
Cutix Plc
17, Osita Onyejianya Street
Umuanuka Otolu Nnewi
Anambra State

Tel: 046-281-199, 0702-644-5769

Email: secretariat@cutixplc.com.ng

NOTICE OF EXTRAORDINARY GENERAL MEETING OF CUTIX PLC

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Cutix Plc will be held at the Company's Head Office (Training Room, 3rd Floor), 17, Osita Onyejiana Street, Umuanuka, Otolu Nnewi, Anambra State on Thursday, February 25, 2021 at 10 a.m. to transact the following business:

SPECIAL BUSINESS

1. To consider, and if thought fit, pass the following as ordinary resolutions:
 - a) “That the Authorised Share Capital of the Company be and is hereby increased from ₦1,435,801,696 (One Billion, Four Hundred and Thirty Five Million, Eight Hundred and One Thousand, Six Hundred and Ninety Six Naira Only) divided into 2,871,603,392 ordinary shares of 50 Kobo each (Two Billion, Eight Hundred and Seventy-One Million, Six Hundred and Three Thousand, Three Hundred and Ninety-Two Ordinary Shares of 50 Kobo each) to ₦1,935,801,696 (One Billion, Nine Hundred and Thirty Five Million, Eight Hundred and One Thousand, Six Hundred and Ninety-Six Naira Only) divided into 3,871,603,392 ordinary shares of 50 Kobo each (Three Billion, Eight Hundred and Seventy-One Million, Six Hundred and Three Thousand, Three Hundred and Ninety Two ordinary shares of 50 Kobo each) by the creation and addition thereto of 1,000,000,000 ordinary shares of 50 Kobo each (One Billion additional Ordinary Shares of 50k each) ranking in all respect, pari-passu with the existing Ordinary Shares of the Company”.
 - b) “That the Company's Memorandum and Articles of Association be amended to reflect the changes authorised by the foregoing resolution”.
 - c) “That the Directors be and are hereby authorised to do all acts and to approve, sign and/or execute all documents, appoint such professional parties and advisers, seek approval and comply with the directives of the relevant regulatory authorities, perform all such other acts and do all such other things as may be necessary or incidental to, or deemed appropriate to giving effect to the above resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given approval thereto expressly by the authority of the above resolutions”.

NOTES:

1. **COMPLIANCE WITH COVID-19 DIRECTIVES AND GUIDELINES**
Shareholders are hereby informed that attendance and conduct of the meeting

shall be in line with the guidelines, directives and regulations of the Federal Government of Nigeria, the Nigerian Centre for Disease Control (NCDC) and Anambra State Government on safety and health measures against COVID-19 pandemic.

2. PROXY

A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her at the meeting. A Proxy Form which may be used to make such appointment can be downloaded on the Company's website at www.cutixplc.com.ng.

Executed Proxy Forms should be deposited at the office of the Company's Registrar, Crescent Registrars Ltd - 23, Olusoji Idowu Street, Ilupeju, Lagos, (behind Mutual Benefit Insurance Head office) or via email to info@crescentregistrars.com not less than 48 hours before the time of the meeting. For the instrument of proxy to be valid for the purposes of this meeting, it must be completed and duly stamped by the Commissioner of Stamp Duties.

3. LIVE STREAMING OF THE EGM

The EGM will be streamed live. This will enable shareholders and other stakeholders who will not be attend the meeting physically to follow the proceedings. The link for the EGM livestream would be made available on the Company's website at www.cutixplc.com.ng

4. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Pursuant to Rule 19.12 (c) of the Nigerian *Stock Exchange's* Rulebook 2015, it is the right of every Shareholder to ask questions not only at the meeting but also in writing prior to and after the meeting. Please send all questions to secretariat@cutixplc.com.ng

5. WEBSITE

A copy of this Notice and other information relating to the meeting can be found at www.cutixplc.com.ng

Dated this 20th day of January 2021

BY ORDER OF THE BOARD



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

PROXY FORM

Extraordinary General Meeting to be held at the Company's Head Office, (Training Room, 3rd Floor), 17, Osita Onyejianya Street, Umuahia Otolu Nnewi, Anambra State on Thursday, February 25, 2021 at 10.00 am.

I/We
(Name of Shareholder)

No of Shares:

of

being a member/members of Cutix Plc hereby

appoint

or failing Him/her, Amb. Okwudili Nwosu or failing him, Mrs. Ijeoma Oduoye as my/our proxy to act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on February 25, 2021.

Dated this day of 2021

Shareholder's signature.....

Notes:

- Shareholders are hereby informed that attendance and conduct of the meeting shall be in line with the guidelines, directives and regulations of the Federal Government of Nigeria, the Nigerian Centre for Disease Control (NCDC) and Anambra State Government on safety and health measures against Covid-19 pandemic.
- Please sign this Proxy Form and post or deliver to Crescent Registrars Ltd, 23, Olusoji Idowu Street, Ilupeju, Lagos or send via email to info@crescentregistrars.com not later than 48 hours before the time of the meeting.
- If executed by a corporation, the proxy form should be sealed with the Common Seal.
- The proxy must produce the Admission card issued by the Registrar to obtain entry to the meeting.

RESOLUTIONS			
	Special Business	For	Against
1.	To approve increase in the Authorised Share Capital of the Company from ₦1,435,801,696 to ₦1,935,801,696 by the creation and addition of One Billion Ordinary Shares of 50k each ranking in all respect, parri-passu with the existing Ordinary Shares of the Company.		
	a) To approve the amendment of the Company's Memorandum and Articles of Association to reflect the changes.		
	b) To authorise the Directors to give effect to the resolution.		
Please indicate with 'X' in the appropriate square (box) how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.			

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ADMISSION CARD

Please admit the shareholder named on this Admission Card of his/her duly appointed proxy to the Extraordinary General Meeting of Cutix Plc which will be held at the Company's head office (Training Room, 3rd Floor), 17, Osita Onyejianya Street, Umuahia Otolu Nnewi, Anambra State on Thursday, February 25, 2021 at 10.00 am.

Name of shareholder

Number of shares held

Signature of person attending

Note

- This admission card must be produced by the shareholder or his/her proxy in order to obtain entrance to the meeting.
- Shareholders or their proxies are requested to sign the admission card before attending the meeting.


Chinwendu Nwokporo (ACIS)
Company Secretary
FRC/2019/ICSAN/00000019775

