

# **SHAREHOLDER VOTING AND PARTICIPATION GUIDE**

## **Court Ordered meeting of Flour Mills of Nigeria Plc to be held on 15 May 2024**

### **1. Introduction**

This shareholders' guide is designed to provide information to enable shareholders of Flour Mills of Nigeria Plc ("FMN" or the "Company") to exercise their voting and participation rights for the Court Ordered Meeting of the holders of FMN fully paid ordinary shares of 50 kobo each in respect of the proposed carve out of the business of Bagco from that of FMN into a 100% owned subsidiary of FMN, Bagco Industrial Solutions Limited ("Proposed Transaction" or "Proposed Resturcturing"), to be held on 15 May 2024 (the "COM").

The COM will be held virtually without the physical presence of shareholders or their proxies.

Share holders who intend to attend the meeting through a proxy, are enjoined to follow the procedure set out on the Proxy Form on pages 58 to 59 of the Scheme Document. Complete and sign the Proxy Form and return it to Atlas Registrars Limited, following the instructions thereon. A proxy form will be available on the Company's website <https://www.fmnplc.com>.

### **2. Notice of COM**

#### **a. Meeting venue**

The meeting will be held virtually at 10.00 am and the Company has made arrangements for shareholders to participate in the meeting and cast their votes. You are encouraged to leverage the remote participation and voting options that will be made available to you. The meeting will be webcast live and shareholders can participate at the meeting through a Zoom link to be published at a subsequent time on the Company's website ([www.fmnplc.com](http://www.fmnplc.com)).

#### **b. Publication**

The Notice of Court Ordered Meeting was published in Business Day and The Guardian Newspapers on 17 April 2024, and sent to shareholders by post and is accessible on FMN's website.

### **3. Meeting modalities**

#### **a. Accessing the meeting**

To virtually participate at the meeting, you need a cellphone, tablet or computer that can connect to the internet. Full details on how to access the streaming platform will be published subsequently on the Company's website.

#### **b. Q&A**

Shareholders were advised to submit questions on the Scheme to the Company prior to the date of the Court-Ordered Meeting. All such questions must be submitted to the Company Secretary via email to [jumolu@fmnplc.com](mailto:jumolu@fmnplc.com) not less than 24 hours before the time appointed for the Court-Ordered Meeting. Shareholders sending in their questions will be required to provide the following details along with their questions: full name as provided during the purchase of the share(s), phone number and email address (if available).

All microphones will be automatically muted throughout the duration of the meeting, except when you have been granted the permission to speak. You may request permission to ask questions during the Question & Answer session by clicking the 'raise hand' icon on the streaming platform. Please state your name once you are called upon to speak. You can also type in your questions in the Q&A window which can be accessed via the Q&A icon.

**c. Avenues of voting**

Shareholders may vote at the COM through the following channels:

- i. through their appointed proxies.; and
- ii. by voting online via a link and a code which will be sent to the Shareholders two days before the COM. Shareholders will be able to activate and use the online voting platform, when voting commences, during the COM.

**Shareholders can only utilise one (1) voting channel.** Where a shareholder who has appointed a proxy attends the meeting remotely and he/she elects to vote through any of the channels provided by the Company and not through the appointed proxy, such shareholder must communicate in writing to the registrar prior to the commencement of the meeting and in any event not later than 9am on the date of the meeting, in which case the proxy will not be entitled to vote.

**d. How to vote online**

Shareholders who are eligible to vote will receive the voting link and a unique code through an email and SMS from the Registrar at least three days prior to the COM date.

- i. Voting will commence when the chairman (seconded by a shareholder) moves the motion that the sub-joined resolution in relation to the scheme be passed.
- ii. Shareholders are required to login to the link circulated by the Registrar, using their respective unique code.
- iii. The text "Approve scheme of arrangement" will appear on the screen
- iv. The resolutions are subjoined, as such, your vote is in relation to all the resolutions
- v. You can vote either 'For', or 'Against' '.
- vi. The voting will run for 120 seconds . A timer will be displayed on screen to assist in the process
- vii. Once you have voted on each resolution, click the Submit button at the bottom of the ballot page.

viii. You have the flexibility to retract or revoke your vote within the 120 seconds window, however, once the voting period ends, the system will register your last selected voting option as final and your vote cannot be changed.

**e. Voting result**

Results of the voting on the resolutions of the COM will be streamed online in real time and displayed on the streaming platform subsequent to the voting process.

The Company will not be liable for any damage caused to shareholder as a result of malfunctions, overloads, line failures, failed connections or any other contingency of the same or a similar nature, beyond the control of the Company, that hinders the use of the voting channels and participation mechanism described above.