



# NOTICE OF ANNUAL GENERAL MEETING OF BGL PLC (2020-2024)

RC: 223042



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting of BGL Plc (the "Company") will hold virtually on Friday 4th July 2025, at 12.00 noon. You will be asked to consider and, if thought fit, to pass the following resolutions:

### ORDINARY BUSINESS

- To lay before the Shareholders the Audited Financial Statement for the year ended 31st of December 2020 together with the Report of the Directors, External Auditors and Audit Committee thereon.
- To authorize the Directors to fix the remuneration of the Independent Auditors.
- To elect members of the Audit Committee.

### NOTES

#### 1. Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy in his/her stead. A Proxy need not be a member of the company. To be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, Unity Registrar Limited, of 25, Ogunlana Drive, Surulere, Lagos not later than 48 hours prior to the time of the meeting.

#### 2. Statutory Audit Committee

The Audit Committee consists of 2 shareholders and 2 directors. In accordance with S.404(6) of the Companies and Allied Matters Act, 2020, any member may nominate a shareholder for election 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.

Kindly note that by virtue of the provisions of the Nigerian Code of Corporate Governance 2018 and the Companies and Allied Matters Act, 2020, all members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees

#### 3. Virtual Meeting Link

Further to the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The virtual meeting link for the AGM is: THE 19TH -29TH ANNUAL GENERAL MEETINGS OF BGL PLC | Zoom | <https://bit.ly/BGLAGM>. The virtual meeting link will also be available on the Company's website at <https://www.bglgroup.ng>.

#### 4. Closure of Register of Members

The Register of members and Transfer Books will be closed on June 13th 2025 to enable the Registrar prepare the Register of Shareholders for the meeting

#### 5. Questions from Shareholders

Shareholders and other holders of the company's securities reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Notice. Please send questions, comments or observations to [companysecretariat@bglgroup.ng](mailto:companysecretariat@bglgroup.ng)

Dated this 11th Day of June, 2025  
BY ORDER OF THE BOARD

**Ishmael Ebhodaghe**  
Company Secretary/General Counsel  
FRC/2013/NBA0000002870

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of BGL Plc (the "Company") will hold virtually on Friday 4th July 2025, at 12.40 p.m. You will be asked to consider and, if thought fit, to pass the following resolutions:

### ORDINARY BUSINESS

- To lay before the Shareholders the Audited Financial Statement for the year ended 31st of December 2022 together with the Report of the Directors, External Auditors and Audit Committee thereon.
- To authorize the Directors to fix the remuneration of the Independent Auditors.
- To elect members of the Audit Committee.

### NOTES

#### 1. Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy in his/her stead. A Proxy need not be a member of the company. To be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, Unity Registrar Limited, of 25, Ogunlana Drive, Surulere, Lagos not later than 48 hours prior to the time of the meeting.

#### 2. Statutory Audit Committee

The Audit Committee consists of 2 shareholders and 2 directors. In accordance with S.404(6) of the Companies and Allied Matters Act, 2020, any member may nominate a shareholder for election 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.

Kindly note that by virtue of the provisions of the Nigerian Code of Corporate Governance 2018 and the Companies and Allied Matters Act, 2020, all members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees

#### 3. Virtual Meeting Link

Further to the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The virtual meeting link for the AGM is: THE 19TH -29TH ANNUAL GENERAL MEETINGS OF BGL PLC | Zoom | <https://bit.ly/BGLAGM>. The virtual meeting link will also be available on the Company's website at <https://www.bglgroup.ng>.

#### 4. Closure of Register of Members

The Register of members and Transfer Books will be closed on June 13th 2025 to enable the Registrar prepare the Register of Shareholders for the meeting

#### 5. Questions from Shareholders

Shareholders and other holders of the company's securities reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Notice. Please send questions, comments or observations to [companysecretariat@bglgroup.ng](mailto:companysecretariat@bglgroup.ng)

Dated this 11th Day of June, 2025  
BY ORDER OF THE BOARD

**Ishmael Ebhodaghe**  
Company Secretary/General Counsel  
FRC/2013/NBA0000002870

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of BGL Plc (the "Company") will hold virtually on Friday 4th July 2025, at 1.20 p.m. You will be asked to consider and, if thought fit, to pass the following resolutions:

### ORDINARY BUSINESS

- To lay before the Shareholders the Audited Financial Statement for the year ended 31st of December 2024 together with the Report of the Directors, External Auditors and Audit Committee thereon.
- To authorize the Directors to fix the remuneration of the Independent Auditors.
- To elect members of the Audit Committee.

### SPECIAL BUSINESS

- To fix the remuneration of the Directors

- To Consider and if thought fit, Pass the following resolutions as Special Resolutions:

- Approval to convert the Company from Public Company to A Private limited liability company.
- That the Directors be and are hereby authorized to enter into any agreements and /or execute any documents, appoint such professional parties perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions and to approve sign and/or execute all such documents, agreements and other documents as may be necessary

- To Consider and if thought fit, Pass the following resolutions as Special Resolutions:

- Approval for the Company to initiate a share buy-back / share cancellation exercise to comply with regulatory requirement to convert back to a private company
- That the Directors be and are hereby authorized to enter into any agreements and/or execute any documents, appoint such professional parties perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions and to approve sign and/or execute all such documents, agreements and other documents as may be necessary or incidental to the transaction subject to obtaining the approvals of relevant regulatory authorities

- To Consider and if thought fit, Pass the following resolutions as Special Resolutions

- That shareholders approve that the Company's Share capital be and is hereby increased from ₦11,000,000,000 to ₦14,666,600,000 via the issuance of 7,332,000,000 additional shares of 0.50 kobo each.

- To Consider and if thought fit, Pass the following resolutions as Special Resolutions:

- Approval of the special placement of 7,332,000,000 ordinary shares representing 25% of the increased share capital to identified strategic investor(s).
- That the Directors be and are hereby authorized to enter into any agreements and /or execute any documents, appoint such professional parties perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions and to approve sign and/or execute all such documents, agreements and other documents as may be necessary or incidental to the transaction subject to obtaining the approvals of relevant regulatory authorities

- To Consider and if thought fit, Pass the following resolutions as Special Resolutions:

- Approval to raise debt capital of ₦5,000,000,000 (Five Billion Naira) towards meeting the commitment to liquidate the payment of outstanding Guaranteed Consolidated Notes and Guaranteed Product Notes obligations of the Company
- That the Directors be and are hereby authorized to enter into any agreements and /or execute any documents, appoint such professional parties perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions and to approve sign and/or execute all such documents, agreements and other documents as may be necessary or incidental to the transaction subject to obtaining the approvals of relevant regulatory authorities

### NOTES

#### 1. Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy in his/her stead. A Proxy need not be a member of the company. To be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, Unity Registrar Limited, of 25, Ogunlana Drive, Surulere, Lagos not later than 48 hours prior to the time of the meeting.

#### 2. Statutory Audit Committee

The Audit Committee consists of 2 shareholders and 2 directors. In accordance with S.404(6) of the Companies and Allied Matters Act, 2020, any member may nominate a shareholder for election 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.

Kindly note that by virtue of the provisions of the Nigerian Code of Corporate Governance 2018 and the Companies and Allied Matters Act, 2020, all members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees

#### 3. Virtual Meeting Link

Further to the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The virtual meeting link for the AGM is: THE 19TH -29TH ANNUAL GENERAL MEETINGS OF BGL PLC | Zoom | <https://bit.ly/BGLAGM>. The virtual meeting link will also be available on the Company's website at <https://www.bglgroup.ng>.

#### 4. Closure of Register of Members

The Register of members and Transfer Books will be closed on June 13th 2025 to enable the Registrar prepare the Register of Shareholders for the meeting

#### 5. Questions from Shareholders

Shareholders and other holders of the company's securities reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Notice. Please send questions, comments or observations to [companysecretariat@bglgroup.ng](mailto:companysecretariat@bglgroup.ng)

Dated this 11th Day of June, 2025  
BY ORDER OF THE BOARD

**Basit Olawoyin**  
The Transaction Experts LP (Company Secretary)  
FRC/2021/PRO/00000023841

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting of BGL Plc (the "Company") will hold virtually on Friday 4th July 2025, at 12.20 p.m. You will be asked to consider and, if thought fit, to pass the following resolutions:

### ORDINARY BUSINESS

- To lay before the Shareholders the Audited Financial Statement for the year ended 31st of December 2021 together with the Report of the Directors, External Auditors and Audit Committee thereon.
- To authorize the Directors to fix the remuneration of the Independent Auditors.
- To elect members of the Audit Committee.

### NOTES

#### 1. Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy in his/her stead. A Proxy need not be a member of the company. To be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, Unity Registrar Limited, of 25, Ogunlana Drive, Surulere, Lagos not later than 48 hours prior to the time of the meeting.

#### 2. Statutory Audit Committee

The Audit Committee consists of 2 shareholders and 2 directors. In accordance with S.404(6) of the Companies and Allied Matters Act, 2020, any member may nominate a shareholder for election 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.

Kindly note that by virtue of the provisions of the Nigerian Code of Corporate Governance 2018 and the Companies and Allied Matters Act, 2020, all members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees

#### 3. Virtual Meeting Link

Further to the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The virtual meeting link for the AGM is: THE 19TH -29TH ANNUAL GENERAL MEETINGS OF BGL PLC | Zoom | <https://bit.ly/BGLAGM>. The virtual meeting link will also be available on the Company's website at <https://www.bglgroup.ng>.

#### 4. Closure of Register of Members

The Register of members and Transfer Books will be closed on June 13th 2025 to enable the Registrar prepare the Register of Shareholders for the meeting

#### 5. Questions from Shareholders

Shareholders and other holders of the company's securities reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Notice. Please send questions, comments or observations to [companysecretariat@bglgroup.ng](mailto:companysecretariat@bglgroup.ng)

Dated this 11th Day of June, 2025  
BY ORDER OF THE BOARD

**Ishmael Ebhodaghe**  
Company Secretary/General Counsel  
FRC/2013/NBA0000002870

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of BGL Plc (the "Company") will hold virtually on Friday 4th July 2025, at 1.00 p.m. You will be asked to consider and, if thought fit, to pass the following resolutions:

### ORDINARY BUSINESS

- To lay before the Shareholders the Audited Financial Statement for the year ended 31st of December 2023 together with the Report of the Directors, External Auditors and Audit Committee thereon.
- To authorize the Directors to fix the remuneration of the Independent Auditors.
- To elect members of the Audit Committee.

### NOTES

#### 1. Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy in his/her stead. A Proxy need not be a member of the company. To be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, Unity Registrar Limited, of 25, Ogunlana Drive, Surulere, Lagos not later than 48 hours prior to the time of the meeting.

#### 2. Statutory Audit Committee

The Audit Committee consists of 2 shareholders and 2 directors. In accordance with S.404(6) of the Companies and Allied Matters Act, 2020, any member may nominate a shareholder for election 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.

Kindly note that by virtue of the provisions of the Nigerian Code of Corporate Governance 2018 and the Companies and Allied Matters Act, 2020, all members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees

#### 3. Virtual Meeting Link

Further to the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The virtual meeting link for the AGM is: THE 19TH -29TH ANNUAL GENERAL MEETINGS OF BGL PLC | Zoom | <https://bit.ly/BGLAGM>. The virtual meeting link will also be available on the Company's website at <https://www.bglgroup.ng>.

#### 4. Closure of Register of Members

The Register of members and Transfer Books will be closed on June 13th 2025 to enable the Registrar prepare the Register of Shareholders for the meeting

#### 5. Questions from Shareholders

Shareholders and other holders of the company's securities reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Notice. Please send questions, comments or observations to [companysecretariat@bglgroup.ng](mailto:companysecretariat@bglgroup.ng)

Dated this 11th Day of June, 2025  
BY ORDER OF THE BOARD

**Ishmael Ebhodaghe**  
Company Secretary/General Counsel  
FRC/2013/NBA0000002870

**(29th AGM - 2024)**

I/We\*, .....of.....being a member/members of BGL PLC hereby

appoint\*\* .....of.....or failing him the Chairman of the meeting to act as my/our proxy and vote for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on 4th of July 2025 and at any adjournment thereof.

Dated this .....day of .....2025

Signed.....

ORDINARY BUSINESS		FOR	AGAINST
1	To lay before the Shareholders the Audited Financial Statement for the year ended 31st of December 2024 together with the Report of the Directors, External Auditors and Audit Committee thereon		
2	To authorize the Directors to fix the remuneration of Auditors		
3	To elect members of the Audit Committee.		
SPECIAL BUSINESS		FOR	AGAINST
4	To fix the remuneration of the Directors		
5	To Consider and if thought fit, Pass the following resolutions as Special Resolutions: 5.1. Approval to convert the Company from Public Company to A Private limited liability company. 5.2. That the Directors be and are hereby authorized to enter into any agreements and /or execute any documents, appoint such professional parties perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions and to approve sign and/or execute all such documents, agreements and other documents as may be necessary		
6	To Consider and if thought fit, Pass the following resolutions as Special Resolutions: 6.1. Approval for the Company to initiate a share buy-back / share cancellation exercise to comply with regulatory requirement to convert back to a private company 6.2. That the Directors be and are hereby authorized to enter into any agreements and/or execute any documents, appoint such professional parties perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions and to approve sign and/or execute all such documents, agreements and other documents as may be necessary or incidental to the transaction subject to obtaining the approvals of relevant regulatory authorities		
7	To Consider and if thought fit, Pass the following resolutions as Special Resolutions 7.1. That shareholders approve that the Company's Share capital be and is hereby increased from ₦11,000,000,000 to ₦14,666,600,000 via the issuance of 7,332,000,000 additional shares of 0.50 kobo each.		
8	To Consider and if thought fit, Pass the following resolutions as Special Resolutions: 8.1. Approval of the special placement of 7,332,000,000 ordinary shares representing 25% of the increased share capital to identified strategic investor(s). 8.2. That the Directors be and are hereby authorized to enter into any agreements and /or execute any documents, appoint such professional parties perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions and to approve sign and/or execute all such documents, agreements and other documents as may be necessary or incidental to the transaction subject to obtaining the approvals of relevant regulatory authorities		
9	To Consider and if thought fit, Pass the following resolutions as Special Resolutions: 9.1 Approval to raise debt capital of ₦5,000,000,000 (Five Billion Naira) towards meeting the commitment to liquidate the payment of outstanding Guaranteed Consolidated Notes and Guaranteed Product Notes obligations of the Company 9.2 That the Directors be and are hereby authorized to enter into any agreements and /or execute any documents, appoint such professional parties perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions and to approve sign and/or execute all such documents, agreements and other documents as may be necessary or incidental to the transaction subject to obtaining the approvals of relevant regulatory authorities		

Please indicate with a "✓" if you are for the resolution or "X" if you are against the resolution in the provided designated space for the relevant Annual General Meeting (AGM). Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

**NOTE**

- A member (shareholder) entitled to attend and vote at the General Meeting is entitled to appoint a proxy in his stead. The above proxy form has been prepared to enable you to exercise your right to vote in case you cannot personally attend the meeting.
- Following the normal practice, the chairman of the meeting has been entered on the form to ensure that someone will be at the meeting to act as your proxy, but if you wish, you may insert in the blank space on the form (marked\*\*) the name of any person, whether a member of the company or not, who will attend the meeting and vote on your behalf.

**IF YOU ARE UNABLE TO ATTEND THE MEETING, READ THE FOLLOWING INSTRUCTIONS VERY CAREFULLY:**

- Write your name in BLOCK CAPITALS on the proxy form where marked\* in the case of joint shareholders, any one of them may complete this form but the names of all joint holders must be inserted.
- Write the name of your proxy (if any) where marked\*\*
- Please sign and post the proxy form so as to reach the address shown overleaf not less than 48 hours before the time for holding the meeting.
- If executed by a corporate body, the proxy form should be sealed with the Common Seal.
- The proxy must produce the Admission form to obtain entrance to the Meeting.

**This Proxy Form should NOT be completed and sent to the Company if the member will be attending the meeting.**

Before posting the above form, please tear off this part and retain it for admission to the meeting.

**ADMISSION FORM**

BGL Plc

29th Annual General Meeting

Please admit only the Shareholder named on this form or his duly appointed Proxy to the Annual General Meeting being held virtually on July 4, 2025 at 1.20pm.

Name of Shareholder (s) ..... Signature of person attending\*\*\* .....

**NOTE:**

\*\*\*You are requested to sign this form and present (email or delivery by dispatch) same to the Company Secretary on the day of the Annual General Meeting





## (19th-28th AGM - 2014-2023)

I/We\*, ..... of ..... being a member/members of BGL PLC hereby

appoint\*\* ..... or failing him the Chairman of the meeting to act as my/our proxy and vote for me/us and on my/our behalf at the 19th-28th Annual General Meeting of the Company to be held on 4th of July 2025 and at any adjournment thereof.

Dated this ..... day of ..... 2025

Signed .....

S/ No.	ORDINARY BUSINESS	19th AGM	20th AGM	21st AGM	22nd AGM	23rd AGM	24th AGM	25th AGM	26th AGM	27th AGM	28th AGM
1	To receive and consider the report of the Directors, the Balance sheet, together with the Profit and Loss Account and the Auditors' Report thereon, for the period ended December 31 2014-2023										
2	To elect/re-elect Directors										
3	To approve the remuneration of the Directors										
4	To authorize the Directors to fix the remuneration of the Auditors.										
5	To elect members of the Audit Committee										

Please indicate with a "✓" if you are for the resolution or "X" if you are against the resolution in the provided designated space for the relevant Annual General Meeting (AGM). Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

### NOTE

1. A member (shareholder) entitled to attend and vote at the General Meeting is entitled to appoint a proxy in his stead. The above proxy form has been prepared to enable you to exercise your right to vote in case you cannot personally attend the meeting.
2. Following the normal practice, the chairman of the meeting has been entered on the form to ensure that someone will be at the meeting to act as your proxy, but if you wish, you may insert in the blank space on the form (marked\*\*) the name of any person, whether a member of the company or not, who will attend the meeting and vote on your behalf.

### IF YOU ARE UNABLE TO ATTEND THE MEETING, READ THE FOLLOWING INSTRUCTIONS VERY CAREFULLY:

- (a) Write your name in BLOCK CAPITALS on the proxy form where marked\* in the case of joint shareholders, any one of them may complete this form but the names of all joint holders must be inserted.
- (b) Write the name of your proxy (if any) where marked\*\*
- (c) Please sign and post the proxy form so as to reach the address shown overleaf not less than 48 hours before the time for holding the meeting.
- (d) If executed by a corporate body, the proxy form should be sealed with the Common Seal.
- (e) The proxy must produce the Admission form to obtain entrance to the Meeting.

**This Proxy Form should NOT be completed and sent to the Company if the member will be attending the meeting.**

Before posting the above form, please tear off this part and retain it for admission to the meeting.

### ADMISSION FORM

BGL Plc

19th-28th Annual General Meeting

Please admit only the Shareholder named on this form or his duly appointed Proxy to the Annual General Meeting being held virtually on July 4, 2025 at 10.00 a.m.

Name of Shareholder(s) ..... Signature of person attending\*\*\* .....

### NOTE:

\*\*\*You are requested to sign this form and present (email or delivery by dispatch) same to the Company Secretary on the day of the Annual General Meeting