

Notice Of 11th Annual General Meeting

Notice is hereby given that the 11th Annual General Meeting (AGM) of Honeywell Flour Mills Plc will hold on Wednesday 30th September 2020 at the Civic Centre, Ozumba Mbadiwe Street, Victoria Island, Lagos at 11a.m. to transact the following business:

Ordinary Business

1. To receive the Audited Financial Statements for the year ended 31st March 2020 together with the reports of the Directors, Auditors and Audit Committee thereon
2. To declare a dividend
3. To elect/ re-elect Directors
4. To authorise the Directors to fix the remuneration of the Auditors
5. To elect members of the Audit Committee

Special Business by Ordinary Resolution

6. To renew the General Mandate for Related Party Transactions

Notes

I. Compliance with Covid-19 Directives and Guidelines

In view of the COVID-19 pandemic and the consequential restriction on mass gatherings by the authorities, and in line with the CAC guidelines on holding AGMs by proxy, shareholders' attendance at the AGM shall only be by proxy.

II. Proxies

A member of the Company entitled to attend and vote at the meeting is advised to select from the following individuals, a proxy to attend and vote in his/her stead:

- Mr. Olanrewaju Jaiyeola – Managing Director
- Sir Sunny Nwosu – minority shareholder
- Mr. Boniface Okezie – minority shareholder
- Mr. Matthew Akinlade – minority shareholder
- Mrs. Bisi Bakare – minority shareholder

A Proxy Form is attached to the Annual Report and Accounts. It may also be downloaded on the Company's website – www.honeywellflour.com

All instruments of proxy should be completed and deposited at the office of the Company's Registrars, First Registrars & Investor Services Limited, 2 Abebe Village Road, Iganmu, Lagos or via email to info@firstregistrarsnigeria.com not later than 48 hours before the time fixed for the meeting. The Company shall bear the cost for the stamping of the duly completed and signed proxy forms submitted to the Registrars within the stipulated time.

III. Live Streaming of Meeting

The AGM will be streamed live on our corporate Youtube channel:

<https://www.youtube.com/channel/UCTkcJFteoXqz2a6xKQ1mOJw> The link to the channel will also be available on our website: www.honeywellflour.com

IV. Closure of Register of Members and Transfer Books

The Register of Members and Transfer Books of the Company will be closed from 17th September to 23rd September 2020 (both days inclusive) for the purpose of updating the Register of Members.

V. Proposed Dividend/Payment Date

The Board of Directors of the Company has recommended a dividend of 4kobo per share, payable less withholding tax. If approved at the meeting, the dividend will be paid on 30th September 2020 to shareholders whose names appear in the Register of Members as at 16th September 2020.

VI. Unclaimed Share Certificates and Dividend Warrants

Shareholders are hereby informed that some share certificates and dividend warrants have been returned to the Registrars as 'unclaimed'. Any shareholder affected by this notice is advised to contact the Company's Registrars, First Registrars & Investor Services Limited, 2 Abebe Village Road, Iganmu, Lagos or via email at info@firstregistrarsnigeria.com.

VII. E-Dividend registration

Pursuant to the directive of the Securities and Exchange Commission, shareholders are advised to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of receiving dividend payments electronically. A detachable E-mandate Activation Form is included in the Annual Report and is also available on the Company's and Registrar's websites. The completed forms should be deposited at the Registrar's office at 2 Abebe Village Road, Iganmu, Lagos or via email at info@firstregistrarsnigeria.com

VIII. Nominations to the Audit Committee

In accordance with Section 359 (5) of the Companies and Allied Matters Act, CAP C20, LFN 2004, a shareholder may nominate another shareholder 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. The Code of Corporate Governance issued by the Securities and Exchange Commission stipulates that members of the Audit Committee should have basic financial literacy and be able to read financial statements. Consequently, a detailed curriculum vitae confirming the nominee's qualification should be submitted with each nomination.

IX. Electronic Annual Report

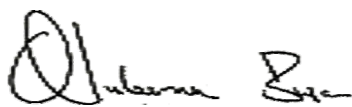
The electronic version of the Annual Report will be available on our website and will be sent to shareholders who have provided their email addresses to the Registrars. Shareholders who are interested in receiving the electronic version of the Annual Report should send a request to info@firstregistrarsnigeria.com

X. Rights of Shareholders to Ask Questions

Shareholders have a right to ask questions not only at the meeting, but also in writing prior to the meeting. Such written questions should be addressed to the Company Secretary and submitted to the Company's premises or via email at hfmpr@honeywellflour.com not later than 28th September 2020.

Dated the 8th day of September 2020.

By Order of the Board



Oluwayemisi Busari (Mrs.)

Company Secretary

FRC/2013/NBA/00000004046

NPA Premises, 2nd Gate By-pass, Tin Can Island Port, Apapa, Lagos