



NOTICE OF ANNUAL GENERAL MEETING OF ZICHIS AGRO ALLIED INDUSTRIES PLC (RC. 1026336)

NOTICE is hereby given that the 3rd Annual General Meeting (AGM) of ZICHIS AGRO ALLIED INDUSTRIES PLC (the Company) will hold at the Conference Center, No.1 Golf Resort Drive Presidential Boulevard, Abeokuta, Ogun State, on Thursday, 30 April 2026 at 11:00 a.m. prompt to transact the following businesses:

A. Ordinary Business / Ordinary Resolutions

1. To lay before the members the Audited Financial Statements for the year ended 31st December 2025, together with the Reports of the Directors, Independent Auditors and Audit Committee thereon.
2. To Declare a Dividend and Bonus shares.
3. To Re-elect the following Directors who are retiring by rotation and being eligible have offered themselves for re-election:
 - (i) Mr. Hezekiah Adejoh Oshaba (Non-Executive Director); and
 - (ii) Mr. Oyewole Ogun Isaac (Independent Non- Executive Director).

To ratify the appointment of the following Directors:

- (i) Alhaji Tambari Abdullahi Kabiru (Non-Executive Director).
 - (ii) Dr. Bob Osarobo Adeghe (Non-Executive Director).
5. To re-appoint V. O. Olafamoye & Co (Chartered Accountants) as Independent Auditors of Zichis Agro Allied Industries Plc, and to authorize the Directors to fix the remuneration of the Independent Auditors.

B. Special Business/ Ordinary Resolutions:

- a. To approve the remuneration of Non-Executive Directors for the Year Ended 31 December 2025.

- b. To re-appoint Winners Investment and Trust Co Ltd as Financial Advisors of Zichis Agro Allied Industries Plc. And to authorize the Directors to fix the remuneration of the Financial Advisors.
- c. To consider, and if thought fit pass the following special business by ordinary resolutions.

(i) That in compliance with the Rule of the Nigerian Exchange Limited governing transactions with Related Parties or Interested Persons, the Company, and its related entities be and are hereby granted a General Mandate in respect of all recurrent transactions entered with a related party or interested person provided such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day operations and are based on normal commercial terms.

(ii) Amendment to the Company's Articles of Association.

That pursuant to Part 1, Section 11 of the Schedule to the Business Facilitation (Miscellaneous Provisions) Act 2022, the Company's Articles of Association be amended by the insertion of the following new Article 28 to provide as follows: (a) "The Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than fifteen (15) months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Any other general meetings held within the year shall be called "Extraordinary General Meetings".

(b) To the extent permitted by law, all general meetings, as well as any other meetings of its Board, Management or Members, may be held by teleconference, videoconference or any other virtual or electronic means of communication.

(c) All such meetings shall be deemed valid as if they had taken place physically. Any person attending virtually, shall be deemed to have duly attended such a meeting and shall be entitled to all the requisite rights and subject to all the requisite obligations, as if such meeting was held physically.

d. To Consider And If Thought Fit To Pass The Following As Ordinary Resolutions.

(i) That the Board of Directors is duly authorized to acquire directly or through its subsidiary all or majority of the shares or assets of a company or companies in the same line of business with Zichis Agro Allied Industries Plc as determined by the Board of Directors pursuant to the Business Expansion Programme.

(ii) That the Company be and is hereby authorized to raise N50Billion additional capital through Debt Finance or Equity raising by Public Offers, Rights Issue or a combination of both and by the issue of debt instruments in such tranches, series, or proportions and at such periods or dates, coupon or interest rates and such other terms and conditions as may be determined by the Board of Directors subject to obtaining the approvals of the relevant regulatory authorities.

(iii) That the Company is hereby authorized to acquire 2,000 acres of Land in Ogun state at a total cost of N5.5 billion.

(iv) That the Company is hereby authorized to issue 400 million ordinary shares through 'Special Placing' at a market determined price to pay for the land acquisition and other associated costs thereto.

(v) That the Company is hereby authorized to increase its share capital by up to N1billion divided into 2,000,000,000 units of ordinary shares of 50 kobo each.

(vi) That the Company is hereby authorized to issue up to N5Billion Debt Finance by Issuance of Commercial Paper at the rates and terms to be negotiated by the Directors.

(vii) That the Directors be and are hereby authorized to do all such acts and deeds as well as take all such steps (including but not limited to executing or authorizing the execution of all relevant agreements and documents, appointing professional advisers and other parties and complying with directives of any regulatory authority which may be incidental, ancillary, supplemental, consequential or otherwise necessary to give full effect to the above resolutions and for the aforesaid purpose, on behalf of the Company.

(viii) That a new Article no: in the Company's Articles of Association be and is amended by creating and inserting a section to include the following provision "The Directors may entrust, delegate and confer upon the Managing Director or any other Executive Director any of the power exercisable by them, to do or deal with the shares or stocks of the Company or to borrow except in the ordinary course of business upon such terms and conditions.

NOTE:

PROXY

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her/its stead. A proxy need not be a member of the Company. A proxy form can be found on the Company's website at <https://zichisagroallied.com.ng>.

Duly completed and stamped instruments of proxy should be emailed to; info@datamaxregistrars.com or deposited at the office of the Registrar, Datamax Registrars Limited, 2c, Gbagbada, Anthony Oke bus stop Lagos, not later than forty-eight (48) hours before the time of the meeting.

Dividend and Bonus Shares Qualification Date

Members whose names appear in the Register of Members at the close of business on Monday, March 16, 2026, shall qualify for the dividend payment.

Closure of Register and Transfer Books

In accordance with Section 114 of the Companies and Allied Matters Act, 2020 (CAMA 2020), Notice is hereby given that the Register of Members and Transfer Books of the Company will be closed from Tuesday 17 March 2026 to enable the Registrar to prepare for the payment of the dividend and bonus.

Directors' Profile:

The profiles of the above-named Directors can be found on the company's website: <https://zichisagroallied.com.ng>

E-Annual Report

The electronic version of the audited financial statements of the Company for the year ended December 31, 2025, is available at www.datamaxregistrars.com. Shareholders who have provided their email addresses to the Registrars will receive the electronic version of the audited financial statements of the Company for the year ended 31 December 2025, via email. Furthermore, shareholders who are interested in receiving the electronic version of the audited financial statements of the Company for year ended 31 December 2025, are kindly required to request for it via email to info@datamaxregistrars.com

E-Dividend

Notice is hereby given to all shareholders who are yet to mandate their dividends to their bank accounts to kindly update their records by completing the e-dividend mandate form and submitting the same to the Registrars, as the dividend will be credited electronically to shareholders' accounts pursuant to the directive of the Securities and Exchange Commission. A detachable application Mandate form for e-dividend payment can be found on the Company's website and the website of the Registrars, Datamax Registrars Limited for completion by all shareholders to furnish the particulars of their accounts to the Registrars (Datamax Registrars & Ltd, 2c, Gbagbada, Anthony Oke Bus Stop, Lagos, Lagos State).

Nomination for Statutory Audit Committee

In accordance with Section 404 (6) of the Companies and Allied Matters Act, 2020 (CAMA 2020), any member may nominate a shareholder as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary (together with a short bio-data of the nominee), at least twenty-one (21) days before the Annual General Meeting. A list of the prospective candidates shall be posted on the Company's website before the date of the meeting.

Rights of Securities Holders to Ask Questions

Pursuant to Rule 19.12 (c) of the Nigerian Exchange Limited Rulebook 2015, as amended, every shareholder has the right to ask questions, not only at the Annual General Meeting but may also submit written questions to the Company prior to the meeting. Such questions should be sent by electronic mail to: info@datamaxregistrars.com or addressed to the Company Secretary and delivered to the Company not less than seven (7) days to the date of the meeting.

Website

A copy of this Notice and other information relating to the meeting (with a link for shareholders who are unable to attend the meeting physically to join the meeting on the 30th day of April, 2026) can be found at <https://zichisagroallied.com.ng>
In addition the financial statements have been published on the Company's website.

Live Streaming of The AGM

The AGM will be streamed live online. The link for the live streaming will be made available on the Company's website: <https://zichisagroallied.com.ng> and by the Registrars, in due course.

Dated this 31st day of March, 2026



Chief Solomon O. Itsede, Esq.

(Company Secretary)

31/03/2026