

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 42nd Annual General Meeting of Cutix Plc will be held at Anaedo Social Club Hall, 20, Ezenwegbu Road, Otolo, Nnewi, Anambra State on Friday, August 29, 2025, at 11:00a.m. to transact the following business:

ORDINARY BUSINESS

1. To Lay Before the Members, the Audited Financial Statements for the Year Ended April 30, 2025 and the Reports of the Directors, External Auditors and Audit Committee thereon.
2. To Declare a Dividend
3. To Elect the Following as Non-Executive Directors:
 - a) Mr. Onyekachukwu Nsoedo
 - b) Mr. Abayomi Abimbola Olayinka
 - c) Mr. Ike Nwosu
 - d) Mr. Ebiyon John Etuwewe
4. To Re-Elect the Following Directors who Retire by Rotation:
 - a) Barr (Mrs.) Ifeoma Nwahiri
 - b) Mr. Ifeanyi Uzodike
5. To Authorize the Directors to Fix the Remuneration of the Auditors
6. To Disclose the Remuneration of Managers of the Company
7. To Elect Members of the Statutory Audit Committee

SPECIAL BUSINESS

To consider and if thought fit, transact the following Special Business as Ordinary Resolutions of the Company:

8. To Approve the Remuneration of Non-Executive Directors.
9. To Amend the Article of Association of the Company to include a provision under Section 83 stating that, "The Board of Directors may declare that a Director representing a Shareholder or Shareholders with shares or block of shares not less than 10% on the Board shall cease to be a member of the Board if the shares they represent falls below 10% of the Company's shares as required by the Articles of Association and declare the office vacant".
10. That Directors of the Company be and are hereby authorized to take such actions and do all acts/things and to approve, sign and/or execute all documents, perform all such other acts and do all such other things as may be necessary to give effect to the above resolution.
11. That, in compliance with the Rules of the Nigerian Exchange Limited (NGX) governing transactions with Related Parties or Interested Persons, the Board and Management be and are hereby granted a General Mandate to procure goods, services, financing and enter into such incidental or recurrent transactions necessary for its day-to-day operations on normal commercial terms, with a related party or interested person provided such transactions are of a revenue or trading nature. This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held.

NOTICE OF ANNUAL GENERAL MEETING *cont'd*

NOTES

1. PROXY

A member of the Company entitled to attend and vote at the Annual General Meeting can appoint a proxy to attend and vote on his/her behalf and such proxy need not be a member of the Company. A proxy form is enclosed in the Annual Report. If the proxy form is to be valid for this meeting, it must be completed, detached and deposited at the office of the Registrar - Crescent Registrars Limited, 23, Olusoji Idowu Street, Ilupeju, Lagos, (behind Mutual Benefit Insurance Head office) not later than forty-eight (48) hours before the time fixed for the meeting.

2. DIVIDEND

The Board of Directors of the Company is recommending the payment of a dividend of 10kobo per 50 kobo ordinary shares (less withholding tax).

3. DIVIDEND PAYMENT

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the amount will be credited directly, within 72 hours after the Meeting to mandated accounts of members so entitled whose names appear in the Register of Members as at the close of business on August 15, 2025.

4. NOMINATION TO THE STATUTORY AUDIT COMMITTEE

In accordance with Section 404(6) of the Companies and Allied Matters Act, 2020, a Shareholder may nominate another Shareholder for election to the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the Annual General Meeting. Section 404 (5) of the Companies and Allied Matters Act 2020 provides that all the members of the Audit Committee shall be financially literate and at least one (1) member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly.

In addition, the Code of Corporate Governance issued by the Financial Reporting Council of Nigeria (2018) provides that members of the Audit Committee should be financially literate and able to read and interpret financial statements. In view of the foregoing, nomination to the Statutory Audit Committee should be supported by a detailed curriculum vitae of the nominees, confirming the nominee's qualification.

5. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

In line with Rule 19.12© of the Listing Rules of the Nigerian Exchange Group, Shareholders reserve the right to ask questions not only at the Annual General Meeting but also in writing prior to the Meeting on any item contained in the Annual Report and Accounts. Such questions should be addressed to the Company Secretary or submitted to the registered office of the Company or by electronic mail via secretariat@cutixplc.com.ng not later than seven days before the meeting.

6. UNCLAIMED DIVIDEND

The list of unclaimed dividends has been uploaded on the Company's website www.cutixplc.com.ng. Members affected are advised to complete the e-dividend registration or write to or call the office of the Company's Registrars, Crescent Registrars Ltd @ 23, Olusoji Idowu Street, Ilupeju Lagos.

NOTICE OF ANNUAL GENERAL MEETING *cont'd*

7. **CLOSURE OF REGISTER OF MEMBERS AND TRANSFER BOOKS**

The Register of Members and Transfer Books of the Company will be closed from Monday, August 18, 2025, to Friday, August 22, 2025, both dates inclusive, to prepare an up-to-date Register of Members.

8. **E-DIVIDEND**

Shareholders who have completed the e-Dividend mandate will receive direct credit of the dividend to their bank accounts within 72 hours after the AGM, net of withholding tax. Shareholders who have not joined the e-dividend platform should furnish the Registrars with the details of their bank accounts to enable direct credit of dividends into their accounts. A detachable e-dividend application form is attached to the Annual Report for use.

9. **ELECTRONIC ANNUAL REPORT**

The electronic version of this notice as well as the Annual Report (e-annual report) for financial year 2025 can be downloaded from the Company's website at www.cutixplc.com.ng. The e-annual report will be emailed to all Shareholders who have provided their email addresses to the Registrars. Shareholders who wish to receive the e-annual report are kindly requested to send an email to info@crescentregistrars.com or secretariat@cutixplc.com.ng

10. **PROFILE OF DIRECTORS**

The profile of all the Directors and those for election at the AGM is contained in the Annual Report and on the Company's website at www.cutixplc.com.ng

11. **VIEWING OF PROCEEDINGS OF THE MEETING**

The Annual General Meeting will be streamed live online to enable Shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the live streaming of the Meeting will be made available on the Company's website at www.cutixplc.com.ng at least 48 hours before the Meeting.

Dated this 9th day of July 2025

BY ORDER OF THE BOARD



Chinwendu Nwokporo (ACIS, CIPAG-USA, CPAe)

Company Secretary

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