

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the forty-eighth (48th) Annual General Meeting of the members of Afromedia Plc. will be held at OPTS Hall, Lagos Chamber of Commerce and Industry (LCCI) Conference and Exhibition Centre, situated at Plot 10, Nurudeen Olowopopo Drive, Alausa, Ikeja, Lagos, on Thursday, the 11th day of September 2014, at 11.00 a.m. prompt to transact the following business:

Ordinary Business:

- i. To lay before the members the Audited Financial Statements for the year ended 30th September 2013, together with the Reports of the Directors, Auditors and Audit Committee thereon.
- ii. To ratify the appointment of Directors
- iii. To re-appoint the Auditors
- iv. To authorise the Directors to fix the remuneration of the Auditors
- v. To elect Members of the Audit Committee

Special Business:

- i. To fix the remuneration of Directors
- ii. That the company's Articles of Association be and is hereby altered by renumbering Article "49" to read "49(1)", pursuant to the introduction of clause 49(2) in item iii below.
- iii. To consider and if thought fit, pass the following as a special resolution:
"That the company's Articles of Association be and is hereby altered by introducing a new Article 49(2)

The new Article 49(2) shall read as follows:

The Notice of Annual General Meeting, latest audited financial statements, Reports of the Directors, Auditors and Audit Committee contained in the Annual reports and accounts of the Company for any financial year shall be circulated by the Company at least twenty-one (21) days before the date of any next annual general meeting which at the discretion of the directors may be sent in a bound book form or electronic form or a combination of the aforementioned forms; provided that the form the directors may adopt from time to time presents the accounts and reports in legible form."

Dated 4th day of August, 2014

BY ORDER OF THE BOARD



Ifetola Fadeyibi (Mrs.)
Company Secretary
FRC/2013/NBA/00000003855

Registered Office:
Kilometer 21, Badagry Expressway
Aaromi Ajangbadi
P.O. Box 2377 Marina
Lagos

Corporate Office:
39, Ladipo Bateye Street
Ikeja, GRA
Lagos
Website: www.afromediapl.com

Notes:

a. Proxies

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him or her. A proxy need not be a member of the Company. For the appointment to be valid, a proxy form must be completed and duly signed and stamped by the member at the Stamp Duty Office and deposited at the office of the Registrars, EDC Registrars Limited at No. 154, Ikorodu Road, Onipanu, Lagos not less than forty-eight (48) hours before the date of the meeting.

b. Closure of Register and Transfer of Books

The registration of Members and transfer of books of the Company shall be closed from 11th to 15th August 2014, both days inclusive.

c. Nominations for the Audit Committee

In accordance with Section 359(5) of the Companies and Allied Matters Act, CAP. C20, Laws of the Federation of Nigeria 2004, 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.

d. Unclaimed Dividend Warrants and Share Certificates

A number of dividend warrants and share certificates have remained unclaimed or are yet to be presented for payment or returned to the Registrar for revalidation. Affected Shareholders are advised to kindly contact EDC Registrars Limited at No. 154, Ikorodu Road, Onipanu, Lagos.

e. E-Dividend/E-Bonus

Notice is hereby given to all Shareholders to open bank accounts, stock-broking accounts and CSCS accounts for the purpose of dividend/bonus. A detachable application for E-bonus / E-dividend is attached to this Annual Report to enable all shareholders furnish particulars of their bank accounts to EDC Registrars Limited at No. 154, Ikorodu Road, Onipanu, Lagos, as soon as possible.

Shareholders are further encouraged to update their contact details and mailing addresses with EDC Registrars Limited at No. 154, Ikorodu Road, Onipanu, Lagos for all correspondence.