



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty Seventh Annual General Meeting of **AXA MANSARD INSURANCE PLC** will hold at the Oriental Hotel, No 3, Lekki Road, Victoria Island, Lagos on Wednesday, May 8, 2019, at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2018, and the Reports of the Directors, Auditors and Audit Committee thereon;
2. To re-elect Directors;
3. To authorise the Directors to fix the remuneration of the Auditors;
4. To elect members of the Audit Committee.

SPECIAL BUSINESS

5. To consider and if thought fit, pass the following as an Ordinary Resolution:

“That Director's fees for the financial year ending December 31, 2019, and for succeeding years until reviewed by the Company in its Annual General Meeting, be and is hereby fixed at N900,000 (Nine hundred thousand naira only) for each financial year.”

PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, DataMax Registrars Limited, No 2c, Gbagada Expressway, Lagos State, not less than 48 hours before the time fixed for the meeting. A blank proxy form is attached to this Annual Report.

BY ORDER OF THE BOARD

OMOWUNMI MABEL ADEWUSI

Company Secretary
FRC/2013/NBA/00000000967
Santa Clara Court,
Plot 1412, Ahmadu Bello Way,
Victoria Island,
Lagos.

April 5, 2019.

NOTES

1. E-ANNUAL REPORT

The electronic version of the Annual report is available at www.axamansard.com. Shareholders who have provided their email addresses to the Registrars will receive the electronic version of the Annual Report via email. Furthermore, Shareholders who are interested in receiving the electronic version of the Annual Report are kindly required to request via email to annualreports@datamaxregistrars.com.

2. CLOSURE OF REGISTER

The Register of Members will be closed on April 30, 2019 to enable the Registrar prepare for the Annual General meeting.

3. STATUTORY AUDIT COMMITTEE

In accordance with Section 359(5) of the Companies and Allied Matters Act, 2004, a shareholder may nominate another shareholder for appointment to the Statutory Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least twenty-one (21) days before the Annual General Meeting.

Kindly note that the provisions of the Code of Corporate Governance issued by the securities and Exchange Commission (SEC) indicate that some of the members of the Statutory Audit Committee should have basic financial literacy and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the statutory Audit Committee should be supported by the Resume of the nominees.

4. RE-ELECTION OF DIRECTORS

In accordance with the provisions of the Articles of Association, the Directors to retire by rotation at the 27th Annual General Meeting are: Mr. Lesley Ndlovu and Mr. Thomas Wilkinson. The retiring Directors, being eligible, offer themselves for re-election.

The profiles of the Directors retiring by rotation are available in the Annual Report and on the Company's website at www.axamansardplc.com.

5. SHAREHOLDERS RIGHTS TO ASK QUESTIONS

Shareholders of the Company reserve the right to ask questions not only at the Annual General meeting but also in writing prior to the meeting, and such questions must be submitted to the Company than 7 days to the date of the meeting.

6. WEBSITE

A copy of this notice and other information relating to the meeting can be found at www.axamansardplc.com.