



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of **AXA MANSARD INSURANCE PLC** will hold at the Oriental Hotel, No. 3, Lekki Road, Victoria Island, Lagos on , Thursday, 14th July 2022, 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, 2021, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
2. To elect Directors;
3. To declare a dividend;
4. To authorise Directors to fix the remuneration of the Auditors;
5. To disclose the remuneration of Managers; and
6. To elect the Shareholder representatives of the Statutory Audit Committee.

SPECIAL BUSINESS

1. To consider and if thought fit, pass the following as an Ordinary Resolution:
“That Director’s remuneration for the financial year ending December 31, 2022, and for succeeding years until reviewed by the Company in its Annual General Meeting, be and is hereby fixed at N750,000 (seven hundred and fifty thousand naira only) for Chairman and N500,000 (five hundred thousand naira only) for non-executive directors each financial year.”

PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy from the proxies stated in the Notice to attend and vote in his/her stead in accordance with the Corporate Affairs Commission guidelines on holding General Meetings using proxies. 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 Phase 1, 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.

28th April, 2022

NOTES

1. ATTENDANCE AND VOTING BY PROXY

In the interest of public safety and having due regard to COVID-19 Guidelines and restrictions for Safe Mass Gatherings in Nigeria by the Nigeria Centre for Disease and Control (NCDC), Lagos State Government and pursuant to the Corporate Affairs Commission’s (CAC) Guidelines on holding Annual General Meetings by Public Companies using Proxies, only persons indicated to be selected proxies on the Proxy Form would attend the meeting physically. All other Shareholders would be required to attend the Meeting online and to vote at the Meeting through a proxy.

In view of the foregoing, the approval of the CAC was obtained for the Annual General Meeting to be held by proxy.

A proxy may be selected from any of the following individuals (the Selected Proxies):

Mr. Olusola Adeeyo (Chairman)
Mr. Kunle Ahmed (Chief Executive Officer)
Sir Sunny Nwosu (Shareholder)
Chief Timothy Adesiyani (Shareholder)
Mrs. Ganiat Adetutu Siyonbola (Shareholder)
Mr. Olufemi Abolude (Shareholder)
Mrs. Bisi Bakare (Shareholder)
Mr. Gbola Akinola (Shareholder)
Mr. Oladimeji Adeleke (Shareholder)
Mr. Efe Denedo (Shareholder)
Mr. Nornah Awoh (Shareholder)
Mr. Godwin Ede (Shareholder)

The Selected Proxies are to attend the Meeting and vote on their own behalf as well as on behalf of the Shareholders who selected them as proxies. The Selected Proxies are encouraged to comply with relevant public health advice in order to protect the health of others. Other Shareholders can attend the meeting and participate in the proceedings online via real-time streaming options which have been provided in this notice.

A Proxy Form would be sent to the registered email address of Shareholders and would also be available online at www.datamaxregistrars.com, corporate.axamansard.com and attached to the Annual Report. It is requested that duly executed Proxy Forms (together with any Power of Attorney or other authority under which it is signed, or a notarised copy of such Power of Attorney or other authority) be lodged at the office of Datamax Registrars Limited, as shown on the Proxy Form, not less than 48 hours before the time appointed for the Meeting. The cost of stamping will be borne by the Company.

2. Accreditation of Shareholders to attend the Meeting via Electronic Platform

Shareholders who intend to attend the meeting electronically are required to register for the meeting by visiting maxmeeting.datamaxgroup.ng. Kindly be informed that Shareholders will be required to provide their registered email address(es) and phone number(s) in completing the accreditation. A message containing a unique link to be utilized for attending the meeting will be sent to the registered email of Shareholders upon completion of the accreditation process.

3. DIVIDEND

If approved, dividend will be payable on Thursday, 14th July, 2022, at the rate of 25Kobo per every N2.00 ordinary share, to shareholders whose names are registered in the Register of Members as at the close of business on Thursday, 28th April, 2022. Shareholders who have completed and submitted the e-dividend Mandate Form will receive a direct credit of the dividend into the bank accounts indicated in the e-dividend Mandate Form immediately after the Annual General Meeting.

4. E-DIVIDEND MANDATE

Shareholders are kindly requested to update their records and advise Datamax Registrars Limited of their updated records and relevant bank accounts for the payment of their dividends. The shareholder data update form and the e-dividend Mandate Form are contained in this Annual Report. The completed forms should be submitted to Datamax Registrars Limited at their office located at No. 2c, Gbagada Phase 1, Lagos State.

5. UNCLAIMED DIVIDEND

The list of all Unclaimed Dividends will be circulated with the Annual Report All Shareholders with Unclaimed Dividends are advised to submit their completed e-dividend mandate form by e-mail or writing to the Registrar, Datamax Registrars Limited, No. 2c, Gbagada, Phase 1, Lagos State.

6. E-ANNUAL REPORT

The electronic version of the Annual report is available at corporate.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.

7. CLOSURE OF REGISTER

The Register of Members will be closed on Friday, 29th April 2022, in accordance with the provisions of Section 114 of the Companies and Allied Matters Act 2020.

8. STATUTORY AUDIT COMMITTEE

In accordance with Section 404(6) of the Companies and Allied Matters Act, 2020, 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 Curricula Vitae of the nominees.

9. ELECTION OF DIRECTORS

Ms. Abiola Faosat Bada is being proposed for election as an Independent Non-Executive Director. Her appointment has been approved by the National Insurance Commission and will be presented for shareholders’ approval at the 30th Annual General Meeting.

Ms. Latifa Said is being proposed for election as a Non-Executive Director. Her appointment has been approved by the National Insurance Commission and will be presented for shareholders’ approval at the 30th Annual General Meeting.

Mr. Thomas Hude is being proposed for election as a Non-Executive Director. His appointment has been approved by the National Insurance Commission and will be presented for shareholders’ approval at the 30th Annual General Meeting.

The profiles of the aforementioned Directors are available in the Annual report and also on the company’s website at corporate.axamansard.com.

10. SHAREHOLDERS RIGHTS TO ASK QUESTIONS

In line with Rule 19.12© of the Listing Rules of The Nigerian Exchange Limited, 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. Such questions should be addressed to the Company Secretary and reach the Company at its Head Office or by electronic mail at Legalteam@axamansard.com

11. WEBSITE

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