



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty Second Annual General Meeting of AXA MANSARD INSURANCE PLC (the Company) will be held virtually via, <https://linktr.ee/axamansardagm> on Thursday, 8th August 2024 at 10.00am to transact the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the year ended December 31, 2023, together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
2. To declare a final dividend;
3. To authorise the Board of Directors to fix the remuneration of the Auditors;
4. To disclose the remuneration of Managers; and
5. To elect the Shareholder representatives of the Statutory Audit Committee.

SPECIAL BUSINESS

6. To consider and if thought fit, pass the following resolution as an Ordinary Resolution of the Company:
 - a) To Approve the Remuneration of the Non-Executive Directors
 - b) 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 into 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.

No Voting by Interested Persons:

In line with the provisions of Rule 20.8(c) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 6(b) above

- c) That the Directors be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the transactions as authorised by this Ordinary Resolution.

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.

June 28, 2024

NOTES

1. VIRTUAL MEETING LINK

In accordance with the provisions of the Business Facilitation (Miscellaneous Provisions) Act 2022 which amended the provisions of Section 240(2) of the Companies and Allied Matters Act (CAMA) 2020 to enable public companies to conduct general meetings electronically, the 32nd Annual General Meeting of the Company will be held virtually. The virtual link for the AGM is <https://linktr.ee/axamansardagm>. The AGM will also be streamed live online.

This will enable shareholders and other stakeholders to follow the proceedings. The link for the AGM live streaming will also be made available on the Company's website at <https://corporate.axamansard.com/>

2. DIVIDEND

If approved, dividend will be payable on 8th August 2024 at the rate of 40k per N2.00 ordinary share out of which N0.06k had been paid to shareholders as interim dividend in December 2023 and a final dividend of N0.34k per N2.00k subject to appropriate withholding taxes and approval will be paid to shareholders whose names appear in the Register of Members as at the close of business on Monday, 15th July 2024. 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.

3. 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.

4. 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

5. 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.

6. CLOSURE OF REGISTER

The Register of Members will be closed on 16th July 2024, to enable the Registrar to prepare for the Annual General Meeting.

7. 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 Nigerian Code of Corporate Governance 2018 indicate that some of the members of the Statutory Audit Committee shall be financially literate and at least one member must be a member of the professional accounting body in Nigeria established by the Act of the National Assembly and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curriculum Vitae of the nominees.

8. SHAREHOLDERS' RIGHTS TO ASK QUESTIONS

In line with Rule 19.12(c) 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 no less 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

9. WEBSITE

A copy of this notice, the virtual meeting link and other information relating to the meeting can be found at <https://corporate.axamansard.com/>

10. LIVE STREAMING OF THE AGM

The meeting will be streamed live online to enable shareholders, representatives of regulatory bodies, and other stakeholders to follow the proceedings online in real time. The link for the live streaming of the meeting will be made available on the Company's website at <https://corporate.axamansard.com> and will be streamed live on the YouTube social media channel.

PROXY FORM

AXA MANSARD INSURANCE PLC

RC 133276

THIRTY-SECOND (32nd) ANNUAL GENERAL MEETING to be held virtually via, <https://linktr.ee/axamansardagm> on Thursday, 8th August 2024 at 10.00am.

I/We..... being Shareholder(s) of AXA Mansard Insurance Plc hereby appoint* or failing him/her Mrs. Rashidat Adebisi, or failing him/her Mr. Kunle Ahmed, as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 8th August 2024 and at any adjournment thereof.

Dated this ----- day of ----- 2024.

Shareholder's Signature -----

Signature of Proxy (if applicable)

NUMBER OF SHARES:		
RESOLUTIONS	FOR	AGAINST
1. To receive the Audited Financial Statements of the Company for the year ended December 31, 2023, together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon		
2. To declare final dividend.		
3. To authorize the Board of Directors to fix the remuneration of the Auditors.		
4. Disclosure of remuneration of Managers of the Company.		
5. To elect members of the Statutory Audit Committee.		
SPECIAL BUSINESS		
1. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution of the Company; <ul style="list-style-type: none"> a. "To Approve the Remuneration of the Non-Executive Directors" b. "That in compliance with the Rule of 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 into 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" <p>"That In line with the provisions of Rule 20.8(c) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 6(b) above"</p> c. "That the Directors be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the transactions as authorised by this Ordinary Resolution" 		
Please indicate with an "X" how you wish your votes to be cast on the resolutions set above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her/its discretion.		

Before posting please tear off this part and retain it for admission to the meeting

ADMISSION CARD

Name of Shareholder (in BLOCK LETTERS)

Shareholder's Account No: _____

Number of shares: _____

Please admit _____ to the 32nd Annual General Meeting of **AXA MANSARD INSURANCE PLC** to be held virtually via, <https://linktr.ee/axamansardagm> on Thursday, 8th August 2024 at 10.00am

Signature of person attending: _____

The Shareholder or his /her/its proxy is required to produce this admission card to enter the Annual General Meeting.

Please be advised that to enable a Proxy gain entrance to the meeting, the Proxy Form should be duly completed and delivered to the office of the Registrars, DataMax Registrars Limited not later than 48 hours before the time fixed for the meeting.

IMPORTANT

1. Before posting the above form of proxy, please tear off this part and retain it. A person attending the Annual General Meeting of the Company or his/her/its proxy should produce this card to secure admission to the meeting.
2. A member of the Company is entitled to attend and vote at the Annual General Meeting of the Company. He/She/It is also entitled to appoint a proxy to attend and vote instead of him/her/it, and in this case, the above card is required for the appointment of a proxy.
3. In line with the current practice, the names of two (2) Directors of the Company have been entered on the Proxy Form to ensure that someone will be at the meeting to act as proxy. You may however wish to insert in the blank space on the form (marked Ø * Ø) the name of any person, whether a member of the Company or not, who will attend the meeting and vote on your behalf instead of one (1) of the named Directors.
4. The above Proxy Form, when completed, must be deposited at the office of the Registrars, DataMax Registrars Limited, No 2C, Gbagada Expressway, Gbagada Phase 1, Lagos State, not less than forty-eight (48) hours before the time fixed for the meeting.
5. It is a requirement of the law under the Stamp Duties Act, Cap. A8, Laws of the Federation of Nigeria, 2004, that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must be duly stamped in accordance with the provisions of the Stamp Duties Act.
6. If the Proxy Form is executed on behalf of a Company, it should be sealed under its Common Seal or under the hand and seal of its attorney.

Signature of the person attending: