



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty-Third (33rd) Annual General Meeting of **AXA MANSARD INSURANCE PLC** (the Company) will be held virtually via <https://linktr.ee/axamansardagm> on Thursday, 10th July, 2025, 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, 2024, together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
2. To elect the following as Directors of the Company:
 - a. Mr. Dan Shuaib - Independent Non-Executive Director
 - b. Ms. Nuria Fernandez - Non-Executive Director
 - c. Ms. Krithika Kalyanasundaram - Non-Executive Director
3. To re-elect the following Directors retiring by rotation:
 - a. Ms Abiola Bada
 - b. Ms Latifa Said
4. To appoint the firm of Ernst & Young as the External Auditors for the Company;
5. To declare a final dividend.
6. To authorise the Board of Directors to fix the remuneration of the Auditors.
7. To disclose the remuneration of Managers; and
8. To elect the Shareholder representatives on the Statutory Audit Committee.

SPECIAL BUSINESS

9. To consider and if thought fit, pass the following resolution as an Ordinary Resolution of the Company:
 - a) To approve the Non-Executive Directors' Remuneration.

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/PRO/NBA/002/00000000967
Santa Clara Court,
Plot 1412, Ahmadu Bello Way,
Victoria Island,
Lagos.

June 2, 2025

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 33rd 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. CLOSURE OF REGISTER

The Register of Members will be closed on Wednesday, the 26th of June 2025, to enable the Registrar to prepare for the Annual General Meeting.

3. DIVIDEND

If approved, the dividend will be payable on 10th July 2025 at the rate of 45k per N2.00k ordinary share, subject to appropriate withholding tax, and approval will be paid to shareholders whose names appear in the Register of Members as at the close of business on Tuesday, the 25th June 2025. 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. 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. PROFILE OF PROPOSED DIRECTORS

a. Mr. Dan Shuaib

Mr. Shuaib is a self-employed consultant who provides consultancy services for strategic investments and acquisition projects for key players within the Nigerian Electricity Supply Industry to protect shareholder value. He has a strong financial background with a focus on the oil & gas sector within the financial industry having

served with GT bank from 2019 to 2021 as the General Manager of the Oil & Gas Division of the Bank. He also serves on the Board of Mainstream Energy Solutions Limited as Non-Executive Director.

Mr. Shuaib holds a Master of Business Administration (MBA) from Warwick Business School, United Kingdom. He is an Honorary Senior Member (HCIB) of the Chartered Institute of Bankers of Nigeria (CIBN), Fellow (FICA) Institute of Credit Administration (ICA), Fellow (FIMS) Institute of Management Specialist UK (FIMS), Member, of the Association of Certified Anti Money Laundering Specialist (ACA) Member, Chartered Management Institute (CMI), Member, Professional Risk Managers International Association (PRIMA) and Affiliate Member, Chartered Institute of Marketing (CIM) UK. He has attended various professional and leadership programs from accredited organizations such as the IMD in Lausanne Switzerland, the Chevening Leadership Programme at Lagos Business School, and the Citibank School of Banking in New York, USA.

b. Ms. Nuria Fernandez

Ms. Fernandez has over 25 years' experience in the insurance industry, managing business both in specialized direct entities and in multichannel entities. She started her career as a Junior Underwriter at Linea Directa Aseguradora and joined AXA in 2010 as a Personal Lines Manager at the AXA Mediterranean and Latin-America region. She has grown through the ranks in AXA, and she attained the position of an EXCOM member of International Markets as the Chief Business Officer ensuring technical excellence and business outcomes.

c. Ms. Krithika Kalyanasundaram

Ms. Kalyanasundaram has over 20 years of experience in leadership roles in different emerging markets. She possesses hands-on experience in leading business units within start-ups, turnaround, and rapid change environments. She started her career as a management trainee in an insurance company in Mumbai. She joined AXA Services Indonesia in 2015 and has since grown through ranks. She is currently the Head of Strategy, International Markets where she is responsible for the execution of strategic projects, transversal initiatives, and the establishment of regionally led initiatives. She is currently the CEO of AXA Africa and Turkiye. She is accountable for the overall performance and long-term strategic development of regional operations in this cluster.

9. RE-ELECTION OF DIRECTORS

In accordance with Section 91 of the Company's Articles of Association and S.285 of the Companies and Allied Matters Act 2020, Ms Abiola Bada and Ms Latifa Said, whose profiles are stated below, will retire by rotation and, being eligible, will offer themselves for re-election. The details of attendance are contained in the Corporate Governance Report.

PROFILE OF RETIRING DIRECTORS

a. Ms. Abiola Bada

Ms. Bada is a Chartered Accountant with work experience spanning 35 years in the professional services, financial sector, and regulatory environment in the areas of auditing, inspection, organization & methods, marketing, and general administration. She was Director of Finance at KPMG Professional Services for over 14 years, and during this period, she was at the forefront of compilation, monitoring, evaluation, and reporting of the results of Profit Centres in KPMG, Nigeria, thereby aiding decision-making on growth and profit sustenance initiatives.

b. Ms. Latifa Said

Ms. Said has over 18 years of experience in Human Resources (HRIS, Recruitment, and Learning & Development). She is currently responsible for overseeing Human Resources, Brands & Communication for AXA entities in Africa. Before this, she worked at AXA Group Solutions in various capacities, from Head of Change Management to Head of Transformation.

10. 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

11. 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/>.

12. 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-THIRD (33rd) ANNUAL GENERAL MEETING to be held virtually via, <https://linktr.ee/axamansardagm> on Thursday, 10th July 2025 at 10.00am.

I/We..... being
Shareholder(s) of AXA Mansard Insurance Plc hereby
appoint* or failing him Mrs.
Rashidat Adebisi, or failing him 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,
10th July 2025 and at any adjournment thereof.

Dated this ----- day of ----- 2025.

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, 2024, together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon.		
2. To elect the following Directors of the Company: a. Mr. Dan Shuaib - Independent Non-Executive Director b. Ms. Nuria Fernandez - Non-Executive Director; and c. Ms. Krithika Kalyanasundaram - Non-Executive Director.		
3. To re-elect the following Directors retiring by rotation a. Ms Abiola Bada b. Ms Latifa Said		
4. To appoint the firm of Ernst & Young as External Auditors for the Company.		
5. To declare final dividend.		
6. To authorize the Board of Directors to fix the remuneration of the Auditors.		
7. Disclosure of remuneration of Managers and		
8. To elect the shareholders representatives on the Statutory Audit Committee.		
SPECIAL BUSINESS		
9. To consider and if thought fit, to pass the following, with or without modification as a Special Resolution of the Company: a. To Approve the Non-Executive Directors Remuneration.		
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 33rd Annual General Meeting of **AXA MANSARD INSURANCE PLC** to be held virtually via, <https://linktr.ee/axamansardagmon> 10th of July 2025 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 " * ") 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: