

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 52nd Annual General Meeting of Great Nigeria Insurance Plc (RC 2107) will hold at Westwood Hotel, 22, Awolowo Road, Ikoyi, Lagos State and Virtually via <http://www.greatnigeriaplc.com>, on Wednesday, 25th of October, 2023 at 10:00 am prompt to transact the following businesses:

### ORDINARY BUSINESS:

1. To present and consider the Audited Financial Statements for the year ended 31st December, 2022, together with the Reports of the Directors, Independent Auditors and the Audit Committee thereon.
2. To re-elect the following Directors, who being eligible, offer themselves for re-election:
  - a. Mr. Bade Aluko (Non-Executive Director)
  - b. Mr. Akin Ajayi, (Non-Executive Director)
  - c. Mr. Sam Kareem (Non-Executive Director)
3. To authorize Directors to fix the remuneration of the External Auditors.
4. To disclose the remuneration of the Managers of the Company.
5. To elect Members of the Statutory Audit Committee.

### SPECIAL BUSINESS

6. To approve the remuneration of Directors
7. To re-elect Archbishop Felix Alaba Job who has attained the age of 70 years since the last general meeting as a Non-Executive Director of the Company
8. To consider and if deemed fit to approve the following as Special resolutions:
  - i. That the Board be and is hereby authorized to take all necessary steps as may be required by law to recapitalize or restructure the company in such a way and manner as it deems fit and will not occasion a dilution of shares of the existing shareholders whilst protecting the best interest of its shareholders and the Company.
  - ii. And that, the Board is also hereby authorised to do all such acts and deeds as well as take all such steps (including but not limited to executing such agreements and documents, appointing professional advisers and other parties, complying with directives of any regulatory authority) which may be incidental, ancillary, supplemental, or otherwise necessary to give full effect to the above resolution and for the aforesaid purpose, on behalf of the Company.
  - iii. That the Articles of Association of the Company be amended by insertion of new Clauses 50 and 51 to read as follows:
    - a. That the Annual General Meeting or any other General Meeting of the Company may hold electronically by means of a tele-conference, video conference, or other electronic/virtual communication means, which allows all those participating in the meeting to hear and speak to one another. This is pursuant to provisions of Section 240(2) of the Companies and Allied Matters Act, 2020 as amended by Section 11 of the Business Facilitation (Miscellaneous provisions) Act 2022.
    - b. That a member of the Company or Proxy may participate in any General Meeting via tele conference, video conference, and any other technological means that allows the participating member to hear and be heard. Any person so participating in person or by proxy shall be deemed to be present in person at the meeting and shall be entitled to vote via any electronic/virtual channel provided by the Company.
  - iv. That this meeting held on Wednesday, 25th of October, 2023, be deemed to be the Annual General Meeting of the Company for the year 2022

By order of the Board



**OLAJUMOKE BAKARE (MRS.)**  
**FOR: FIRST ALMOND ATTORNEYS**  
**COMPANY SECRETARY**  
**FRC/2013/NBA/0000001439**  
Dated this 27th September, 2023

## NOTES:

### 1. Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. For the appointment of a Proxy to be valid, all instruments of proxy should be completed and deposited at the office of the Registrar, Greenwich Registrars and Data Solutions Ltd, 274 Murtala Muhammed Way, Yaba, P.M.B 12717 Apapa, Lagos and/or via email at [info@gtlregistrars.com](mailto:info@gtlregistrars.com) not later than 48 hours before the time of fixed for the meeting. A blank Proxy Form is attached to the Annual Report and may also be downloaded from the Company's website via <http://www.greatnigeriaplc.com>. The Company will bear the cost of stamping all the duly completed and signed Proxy Forms submitted within the stipulated time.

### 2. Electronic Meeting Link

Further to the signing into law of the Business Facilitation (Miscellaneous Provisions) Act, which allows companies to hold meetings electronically, this AGM would be held electronically. The electronic Meeting Link for the Annual General Meeting which will be live-streamed at <http://www.greatnigeriaplc.com>, will also be available on the Company's website at <http://www.greatnigeriaplc.com> and other social media platforms for the benefit of Shareholders.

### 3. Closure of Register

Notice is hereby given that the Register of Members of the Company will be closed on the 17th October, 2023 – 21st day of October, 2023 (both days inclusive) for the purpose of preparing an up-to-date Register of Members.

### 4. Biographical details of Directors for Election/Re-election

The biographical details of the Directors seeking re-election are available in the Annual Report and on the Company's website at <http://www.greatnigeriaplc.com>

### 5. Nomination to the Statutory Audit Committee

In accordance with Section 404(3) of the Companies and Allied Matters Act 2020, the Audit Committee shall consist of five members; comprising of three members and two Non-Executive Directors. Any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary, at least twenty-one days before the Annual General Meeting. Kindly note that by virtue of the Code of Corporate Governance issued by the Securities and Exchange Commission (SEC), and the Companies and Allied Matters Act 2020, all members of the Audit Committee should be financially literate and at least, a member should be a member of a professional accounting body in Nigeria established by an 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 (C.V) of the nominees.

### 6. E-Annual Report

The electronic version of the Annual Report is available at <http://www.greatnigeriaplc.com>. Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email.

### 7. Right of Shareholders to Ask Questions

Shareholders and other holders of the Company's securities reserve the right to ask questions, not only at the meeting, but also in writing prior to and after the meeting on any item contained in the Annual Report and Accounts. Such questions must be submitted to the Company on or before 22nd October, 2023.

### 8. Profile of Directors

The profiles of all Directors are available for viewing on the Company's website, <http://www.greatnigeriaplc.com>

**GREAT NIGERIA INSURANCE PLC**

**PROXY FORM FOR THE 52ND ANNUAL GENERAL MEETING OF GREAT NIGERIA INSURANCE PLC TO BE HELD AT WESTWOOD HOTEL, 22 AWOLOWO ROAD, IKOYI LAGOS STATE ON WEDNESDAY, 25TH OF OCTOBER, 2023 AT 10 AM.**

I/We.....of.....  
.....being a member/members of Great Nigeria Insurance Plc hereby  
appoint.....

- a. Mr. Bade Aluko (Chairman),
- b. Mr Akin Ajayi (Director),
- c. Mrs Christie Vincent-Uwalaka (Chairperson Audit Committee),
- d. Mrs Bisi Bakare (Shareholder representative)
- e. Mr Adio Olaoluwa Simeon (Shareholder representative)

or failing him/her, Mr Samsideen Kareem as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on **Wednesday, 25th of October, 2023 at 10:00 am** and at any adjournment thereof. I/We desire this proxy to be used in favour of/against the resolution as indicated below (strike out whichever is not desired).

S/N	RESOLUTION	FOR	AGAINST	ABSTAIN
	<b>ORDINARY BUSINESS</b>			
1	To approve the Audited Financial Statements for the year ended 31st December, 2021, the Reports of the Directors together with the Reports of the Independent Auditors and the Audit Committee thereon.			
2	To authorize Directors to fix the remuneration of External Auditors			
3	To re-elect Mr. Bade Aluko as a Director			
4	To re-elect Mr. Akin Ajayi as a Director.			
5	To re-elect Mr. Sam Kareem as a Director.			
6	To elect Shareholders representatives of the Statutory Audit Committee.			
	<b>SPECIAL BUSINESS</b>			
7	To re-elect Archbishop Felix Alaba Job who has attained the age of 70 years since the last meeting as a Non-Executive Director of the Company			
8	To approve the remuneration of Directors for the year ending 31st December 2023 and for succeeding years until reviewed by the Company in its Annual General Meeting			
	To approve that the Board be and is hereby authorized to take all necessary steps as may be required by law to recapitalize or restructure the company in such a way and manner as it deems fit and will not occasion a dilution of shares of the existing shareholders whilst protecting the best interest of its shareholders and the Company			
	To approve that the Board is also hereby authorised to do all such acts and deeds as well as take all such steps (including but not limited to executing such agreements and documents, appointing professional advisers and other parties, complying with directives of any regulatory authority) which may be incidental, ancillary, supplemental, or otherwise necessary to give full effect to the above resolution and for the aforesaid purpose, on behalf of the Company.			

9	<p>To amend the Articles of Association of the Company by insertion of new Clauses 50 and 51 to read as follows:</p> <p>a. That the Annual General Meeting or any other General Meeting of the Company may hold electronically by means of a tele -conference, video conference, or other electronic/virtual communication means, which allows all those participating in the meeting to hear and speak to one another. This is pursuant to provisions of Section 240(2) of the Companies and Allied Matters Act, 2020 as amended by Section 11 of the Business Facilitation (Miscellaneous provisions) Act 2022.</p> <p>b. That a member of the Company or Proxy may participate in any General Meeting via tele-conference, video conference, and any other technological means that allows the participating member to hear and be heard. Any person so participating in person or by proxy shall be deemed to be present in person at the meeting and shall be entitled to vote via any electronic/virtual channel provided by the Company.</p>			
	That this meeting held on 25th October, 2023, be deemed to be the Annual General Meeting of the Company for the year <b>2022</b>			

Please, indicate with “X” in the appropriate box how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.

Dated this 27th September, 2023

Authorized Signatory: \_\_\_\_\_ Name/Designation: \_\_\_\_\_

**NOTE**

Please sign this Form and post it to reach the office of the Company's Registrars, Greenwich Registrars and Data Solutions Ltd, 274 Murtala Muhammed Way, Yaba, P.M.B 12717 Apapa, Lagos or via email at email of registrars at [info@gtlregistrars.com](mailto:info@gtlregistrars.com) not later than 48 hours before the time for holding the Annual General Meeting. If executed by a corporation, this Form should be sealed with its common seal.

In line with the Stamp Duties Act, CAP. 58 Law of the Federation of Nigeria 2004, the Company will bear the cost of stamping of all the duly completed and signed forms submitted within the stipulated time, and a member who is unable to attend the Annual General Meeting is allowed to vote by Proxy.

The meeting would also be accessible to all members virtually on the Company's website <http://www.greatnigeriaplc.com> and social media platforms.



**OLAJUMOKE BAKARE (MRS.)  
FOR: FIRST ALMOND ATTORNEYS  
COMPANY SECRETARY**

**FRC/2013/NBA/00000001439**

Dated this 27th September, 2023

**GREAT NIGERIA INSURANCE PLC**