NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF GREAT NIGERIA INSURANCE PLC

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (EGM) of the members of GREAT NIGERIA INSURANCE PLC (the "Company") will be held on Friday, 16th January 2026, at 10:00 a.m., at BWC Hotel, Plot 1228, Atlantic Hall, 5th Floor, Ahmadu Bello Way, Victoria Island, Lagos State, and will be livestreamed for the purpose of transacting the following business:

SPECIAL BUSINESS:

To consider and if thought fit, pass the following as Special resolutions:

1. That the share capital of the Company be, and is hereby increased by such number of minimum shares as may be required to comply with any regulatory requirement, whether relating to Life or Non-Life or Composite licenses, and whether same is required now or in the future, and the Directors are authorised to pass resolutions for such increase as well as to allot the new ordinary shares required as they shall deem fit in the best interests of the Company.
2. That the Memorandum and Articles of Association of the Company be, and are hereby altered to reflect the minimum share capital requirement of the Company as may be determined by extant laws or regulations from time to time.
3. That Articles 36 and 37 (a and b) of the Articles of Association of the Company be altered to reflect as follows, in line with the provisions of the Companies and Allied Matters Act 2020 (as amended by the provisions of the Business Facilitation (Miscellaneous Provisions) Act 2023:

   Articles 36: The share capital of the Company may be increased from time to time by:
   (a). A resolution of the Board of Directors, where such increase is required to comply with any applicable laws or regulations,
   (b). A resolution of the Company in General Meeting, in accordance with the provisions of these Articles and applicable laws.

   Article 37: (a). The new shares shall be issued upon such terms as may be determined by the Directors and shall rank pari passu with the already issued ordinary shares held by existing members of the Company.
   (b). The Directors may before the issue of any new shares determine that the same or any of them shall be offered in the first instance to all the members in proportion to the amount of the capital held by them, or make any other provisions as to the issue and allotment of the new shares; but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original capital.

4. That the company be and is hereby authorized to raise additional capital by the establishment of capital raising plan(s), whether by way of private placements, rights issues, public offers and such other transaction modes or combination of modes in such quantum, tranches, series, amounts, pricing or proportions as may be determined by the Board of Directors, subject to obtaining requisite approvals of the regulatory authorities, to meet the minimum capital requirement for Life or Non-Life or Composite license prescribed by the Nigerian Insurance Industry Reform Act 2025 (as may be amended).

5. That the Directors be and are hereby authorized to do all such acts, deeds, and things, take all such lawful steps, pass all requisite resolutions and do all such other lawful acts and/or things as may be necessary, incidental, supplemental and/or consequential to giving effect to the resolutions above including without limitation allotting the shares newly created, appointing relevant professional advisers, consultants 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 resolutions and for the aforesaid purpose, on behalf of the Company.

6. That the Company Secretary be, and is hereby authorized to review the existing Articles of Association of the Company, and take all necessary steps to ensure that they align with the provisions of the Companies and Allied Matters Act 2020 as amended by the Business Facilitation (Miscellaneous Provisions) Act 2023.

Notes

1. **Proxy**
   A member of the Company entitled to attend and vote at the Extraordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote in its/ 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 not later than 48 hours before the time of fixed for the meeting. A blank Proxy Form is attached to the Notice 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/ Live streaming**
   Further to the signing into law of the Business Facilitation (Miscellaneous Provisions) Act, which allows companies to hold meetings electronically, this EGM would be held physically but will also be livestreamed for the purpose of those who cannot attend physically. The electronic Meeting Link for the EGM 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 and other Stakeholders.

3. **Closure of Register of Members/Transfer Books**
   Notice is hereby given that the Register of Members of the Company will be closed on Friday, 9th January, 2026 to Tuesday, 13th day of January, 2026 (both days inclusive) to enable the Registrars to make necessary preparations for the EGM.

4. **Shareholders' Right to Ask Questions**
   Shareholders reserve the right to ask questions at the EGM. Shareholders may also submit their questions prior to the meeting in writing to the company. Such questions must be addressed to the Company Secretary by electronic mail at info@firstalmond.com not later than 7 days prior to the date of the EGM.

5. **Profile of Directors Website**
   The profiles of all Directors are available for viewing on the Company' s website, http://www.greatnigeriaplc.com

By order of the Board

OLAJUMOKE BAKARE (MRS.)
FOR: FIRST ALMOND ATTORNEYS
COMPANY SECRETARY
FRC/2013/NBA/00000001439

Dated this 16th December, 2025

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING OF GREAT NIGERIA INSURANCE PLC TO BE HELD AT BWC HOTEL, PLOT 1228, ATLANTIC HALL, 5TH FLOOR, AHMADU BELLO WAY, VICTORIA ISLAND, LAGOS STATE ON FRIDAY, 16TH OF JANUARY, 2026 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. Mr Samsideen Kareem,
d. Mrs Christie Vincent-Uwalaka (Chairperson Audit Committee),
e. Mrs Bisi Bakare (Shareholder representative)
f. Dr. Adio Olaoluwa Simeon (Shareholder representative)

or failing him/her, Mr Abdulrahman Yinusa as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on **Friday, 16th of January, 2026 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
	SPECIAL BUSINESS			
1	That the share capital of the Company be, and is hereby increased by such number of minimum shares as may be required to comply with any regulatory requirement, whether relating to Life or Non-Life or Composite licenses, and whether same is required now or in the future, and the Directors are authorised to pass resolutions for such increase as well as to allot the new ordinary shares required as they shall deem fit in the best interests of the Company			
2	That the Memorandum and Articles of Association of the Company be, and are hereby altered to reflect the minimum share capital requirement of the Company as may be determined by extant laws or regulations from time to time			
3	That Articles 36 and 37 (a and b) of the Articles of Association of the Company be altered to reflect as follows in line with the provisions of the Companies and Allied Matters Act 2020 (as amended by the provisions of the Business Facilitation (Miscellaneous Provisions) Act 2023: Articles 36: The share capital of the Company may be increased from time to time by: (a). A resolution of the Board of Directors, where such increase is required to comply with any applicable laws or regulations, (b). A resolution of the Company in General Meeting, in accordance with the provisions of these Articles and applicable laws			

	Article 37: (a). The new shares shall be issued upon such terms as may be determined by the Directors and shall rank pari passu with the already issued ordinary shares held by existing members of the Company, (b). The Directors may before the issue of any new shares determine that the same or any of them shall be offered in the first instance to all the members in proportion to the amount of the capital held by them, or make any other provisions as to the issue and allotment of the new shares; but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original capital.			
4	That the company be and is hereby authorized to raise additional capital by the establishment of capital raising plan(s), whether by way of private placements, rights issues, public offers and such other transaction modes or combination of modes in such quantum, tranches, series, amounts, pricing or proportions as may be determined by the Board of Directors, subject to obtaining requisite approvals of the regulatory authorities, to meet the minimum capital requirement for Life or Non-Life or Composite license prescribed by the Nigerian Insurance Industry Reform Act 2025 (as may be amended)			
5	That the Directors be and are hereby authorized to do all such acts, deeds, and things, take all such lawful steps, pass all requisite resolutions and do all such other lawful acts and/or things as may be necessary, incidental, supplemental and/or consequential to giving effect to the resolutions above including without limitation allotting the shares newly created, appointing relevant professional advisers, consultants 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 resolutions and for the aforesaid purpose, on behalf of the Company			
6	That the Company Secretary be, and is hereby authorized to review the existing Articles of Association of the Company, and take all necessary steps to ensure that they align with the provisions of the Companies and Allied Matters Act 2020 as amended by the Business Facilitation (Miscellaneous Provisions) Act 2023.			

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 16th December, 2025
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 not later than 48 hours before the time for holding the Extraordinary General Meeting.

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 Extraordinary 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