



Consolidated Hallmark

Insurance Plc.
Anxiety Away, Value Assured

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of the Members of Consolidated Hallmark Insurance Plc will be held on the 7th of June 2022 at 11.00am prompt at Four Points by Sheraton – Lagos, Plot 9/10 Block 2, Oniru Chieftaincy Estate, Victoria-Island Lagos to transact the following business:

ORDINARY BUSINESS

1. To lay before members of the Company, the Audited Financial Statement for the year ended 31st December 2021 together with the reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect a Director.
4. To re-appoint the Auditors.
5. To authorize the Directors to determine the remuneration of the Auditors.
6. To disclose the remuneration of Managers of the Company
7. To elect Members of the Audit Committee.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

1. To approve the remuneration of the Directors for the year ending 31st December 2022.
2. "That the Directors be and are hereby authorized to take steps pursuant to section 868 of the Companies and Allied Matters Act 2020, which defines 'share capital' to mean 'issued share capital of a company at any given time', to comply with the requirements of the Companies and Allied Matters Act 2020 and the Company Regulations 2021 as it relates to unissued shares currently standing to the capital of the company, including the cancellation of the unissued shares of the company"
3. "That Clause 6 of the Company's Memorandum and Articles of Association be altered to comply with Resolution 2 above, and replace the provision stating 'the authorised share capital' with 'the issued share capital'"
4. "That the Board be and is hereby authorized to do all such acts/deeds and give such directions as may be necessary (including filing all required returns at the Corporate Affairs Commission) to give effect to this Resolution."

Dated this 27th day of April 2022.

BY ORDER OF THE BOARD

RUKEVWE FALANA
Company Secretary
FRC/2016/NBA/00000014035

DIRECTORS

Obinna Ekezie (Chairman), Eddie A. Efekoha (Group Managing Director/CEO),
Babatunde Daramola (Executive Director, Finance, Systems & Investment), Mary Adeyanju (Executive Director, Operations),
Ngozi Nkem, Ben C. Onuora, Adebola Odukale, Idris S. Abubakar, Layi Fatona.





PROXY:

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a Member of the Company. Executed form of proxy should be deposited at the Company's Registrars' Office, Meristem Registrars & Probate Services Ltd, or via email at info@meristemregistrars.com not less than 48 hours before the time of holding the meeting. To be effective the proxy form should be duly stamped and signed by the Commissioner for Stamp Duties.

STAMPING OF PROXY

The Company has made arrangements, at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time or send by e-mail to info@meristemregistrars.com

ATTENDANCE BY PROXY

In line with the Corporate Affairs Commission Guidelines and as approved by the Corporate Affairs Commission, attendance of the AGM shall be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

1. Mr. Obinna Ekezie - Chairman
2. Mr. Eddie Efekoha - Managing Director/CEO
3. Sir Sunny Nwosu
4. Mr. Abayomi Temowo
5. Mr. Francis Udubor
6. Titilola Omisore
7. Mr. Omah Odoh-Tadafe

LIVE STREAMING OF THE AGM

The AGM will be streamed live online. This will enable Shareholders and other Stakeholders who will not be attending physically to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at www.chiplc.com

CLOSURE OF REGISTER AND TRANSFER BOOKS

The Register of Members and transfer books will be closed from 16th May 2022 to 20th May 2022 (both dates inclusive) for the purpose of dividend payment making Friday, May 13th 2022 the qualification date.

DIVIDEND PAYMENT:

The Board of Directors of the Company has recommended a dividend of N0.02 that is 2Kobo per ordinary share of 50Kobo, which is payable less withholding tax. If the recommendation is approved at the forthcoming Annual General Meeting, the Shareholders whose names appear in the Register of Members as at the close of business on the 13th of May 2022 will have their accounts credited immediately after the Annual General Meeting on 7th June 2022. Please note that an interim dividend of two (2) Kobo per ordinary share of 50Kobo had earlier been paid on 2nd September 2021. This would bring the total of dividend paid against 2021 Financial Year to four (4) Kobo per ordinary share of 50kobo.



E-DIVIDEND

All Shareholders are hereby advised to update their records and forward details of such records and account numbers to the Company's Registrars, Meristem Registrars & Probate Services Limited for faster receipt of dividend. Detachable forms in respect of mandate for e-dividend payment, unclaimed/stale dividend payment and Shareholder's data update are attached to the Annual Report and Accounts for your completion. Any Shareholder who is affected by this notice is advised to complete the form(s) and return same to the Company's Registrars, Meristem Registrars & Probate Services Limited, 213 Herbert Macaulay Way, Adekunle, Yaba, Lagos. Please note that the aforementioned forms can also be downloaded from the Company's website: www.chiplc.com.

RIGHT OF SECURITIES' HOLDERS TO ASK QUESTIONS

"Securities Holders have a right to ask questions not only at the meeting, but also in writing prior to the meeting and such questions may be submitted to the Company at 266 Ikorodu Road, Obanikoro, Lagos or via email at info@chiplc.com on or before the 22nd May 2022.

E-ANNUAL REPORT

The electronic version of this Annual report (e-annual report) can be downloaded from the Company's website www.chiplc.com. The e-annual report will be emailed to all Shareholders who have provided their email addresses to the Company's Registrars. Shareholders who wish to receive the e-annual report are kindly requested to send an email to info@chiplc.com or investorrelations@chiplc.com or info@meristemregistrars.com

WEBSITE

A copy of this Notice and other information relating to the meeting can be found at www.chiplc.com

AUDIT COMMITTEE

In accordance with section 404(6) of the Companies and Allied Matters Act 2020, 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 21 (Twenty-One) days before the Annual General Meeting.

Section 404 (5) of CAMA 2020 provides that "All members of the Audit Committee shall be financially literate, and at least one member shall be a member of a professional Accounting body in Nigeria established by an Act of the National Assembly"

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

RE-ELECTION OF DIRECTORS

In accordance with the Company's Articles of Association, Mr. Shuaibu Idris is retiring by rotation at this meeting and being eligible offers himself for re-election. Please note that the biographical details of Mr. Shuaibu Idris who is seeking re-election is provided in the Annual Report.

AGE DECLARATION

Dr. Layi Fatona in accordance with section 278 (1) of the Companies and Allied Matters Act 2020, intends to disclose at this meeting that he is over 70 years of age.