



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 1st Annual General Meeting of the Members of Consolidated Hallmark Holdings Plc will be held on the 26th of June 2024 at 11.00am prompt at The Metropolitan Club, 15 Kofo Abayomi Street, Victoria Island, Lagos to transact the following business:

ORDINARY BUSINESS

1. To receive the Company's Audited Financial Statement for the year ended 31st December 2023 together with the reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To re-elect Directors.
4. To appoint PKF Professional Services as the External Auditors of the Company.
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

1. To approve the remuneration of the Non-Executive Directors for the year ending 31st December 2024.

Dated this 29th day of April 2024.

BY ORDER OF THE BOARD

RUKEVWE FALANA

Company Secretary

FRC/2016/NBA/00000014035

BOARD OF DIRECTORS:

Shuaibu A. Idris (Chairman), Eddie A. Efekoha (Group CEO), Babatunde Daramola (Group CFO), Layi Fatona, Sunny Obidegwu, Adegbola Adesina, Tony Anonyai, Ben Onuora, Chijioke Ugochukwu

CORPORATE HEAD OFFICE:

266 Ikorodu Road, Obanikoro, Lagos. Tel: +234-2012912543, 02012912532 Email: info@chhplc.com Website: www.chhplc.com



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.

CLOSURE OF REGISTER AND TRANSFER BOOKS

The Register of Members and transfer books will be closed from Monday, 17th June 2024 to Friday 21st June 2024 (both dates inclusive) for the purpose of dividend payment making Friday, June 14th, 2024, the qualification date.

DIVIDEND PAYMENT:

The Board of Directors of the Company has recommended a dividend of N0.05 that is 5Kobo 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 14th of June 2024 will have their accounts credited immediately after the Annual General Meeting on 26th June 2024.

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.chhplc.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@chhplc.com on or before the 20th June 2024.

E-ANNUAL REPORT

The electronic version of this Annual report (e-annual report) can be downloaded from the Company's website www.chhplc.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@chhplc.com or investorrelations@chhplc.com or info@meristemregistrars.com



WEBSITE

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

ELECTION/RE-ELECTION OF DIRECTORS

1. Mr. Shuaibu Idris is being proposed for re-election as an Independent Non-Executive Director (Chairman).
2. Mr. Eddie Efekoha is being proposed for re-election as Executive Director (Group Chief Executive Officer).
3. Mr. Babatunde Daramola is being proposed for re-election as Executive Director (Group Chief Financial Officer).
4. Mrs. Chijioke Ugochukwu is being proposed for re-election as an Independent Non-Executive Director.
5. Dr. Layi Fatona is being proposed for re-election as a Non-Executive Director.
6. Dr. Tony Anonyai is being proposed for re-election as a Non-Executive Director.
7. Prince Ben Onuora is being proposed for re-election as a Non-Executive Director.
8. Mr. Adegbola Adesina is being proposed for re-election as a Non-Executive Director.
9. Chief Sunny Obidegwu is being proposed for re-election as a Non-Executive Director.

The appointment of the aforementioned Directors will be presented for Shareholders approval at the first Annual General Meeting.

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.

PROFILE OF DIRECTORS

The profile of all Directors is available in the Annual Report and for viewing on the Company's website, www.chhplc.com.