



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extra-Ordinary General Meeting of the Members of Consolidated Hallmark Insurance Plc will be held on 28th November 2018 at 11.00am prompt at Westwood Hotel, 22 Awolowo Road, Ikoyi, Lagos to transact the following business:

**SPECIAL BUSINESS**

To consider and if thought fit to pass with or without modifications the following as special resolution:

- (a) That the Company's authorised share capital be and is hereby increased from ₦5,000,000,000 divided into 10,000,000,000 Ordinary shares of 50Kobo each to ₦7,500,000,000 divided into 15,000,000,000 Ordinary shares of 50Kobo each with the creation of additional 5,000,000,000 Ordinary shares of 50Kobo each.
- (b) That the Company's Memorandum and Articles of Association be amended as follows:

By amending Clause 6 of the Memorandum of Association to read that "The Capital of the Company is ₦7,500,000,000 (Seven Billion Five Hundred Million Naira Only) divided into 15,000,000,000 (Fifteen Billion) Ordinary shares of 50Kobo each with power to increase and with power from time to time to issue any shares of any new capital with preference or priority in the payment of dividends or distribution of assets or otherwise over any other shares whether ordinary or preference or whether issued or not and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority.

- (c) That the Directors be and are hereby authorized, subject to securing all regulatory and statutory approvals, to allot 1,130,000,000 units of Ordinary shares of 50Kobo each at ₦0.65 per share through a private placement and to take all such incidental, consequential and supplemental actions thereto and to execute all requisite documents as are necessary to give effect to this resolution.
- (d) That the shares proposed to be issued pursuant to the above resolution and the rights attaching thereto shall rank at least pari passu with the ordinary shares held by the existing members of the Company.
- (e) That the Directors be and are hereby authorized to do all acts and things and to approve, sign and/or execute all documents, seek approvals from the relevant regulatory authorities, appoint such professional parties and advisers, finalize and execute all agreements or documents and perform all such other things as may be necessary to give effect to the above resolutions without being required to seek any further consent or approval of members of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.
- (f) That all acts carried out by the Directors and Management of the Company hitherto in connection with the above resolutions be and are hereby ratified subject to any required regulatory approval.

Dated this 2<sup>nd</sup> day of November 2018.

BY ORDER OF THE BOARD

**RUKEVWE FALANA**  
Company Secretary  
FRC/2016/NBA/00000014035



**DIRECTORS**  
Obinna Ekezie (Chairman), Andrew D. S. Odigie (Vice Chairman), Eddie A. Efekoha (Managing Director/CEO),  
Babatunde Daramola (Executive Director, Finance, Systems & Investment), Mary Adeyanju (Executive Director, Operations),  
Ngozi Nkem, Ben C. Onuora, Eziaku E. Obidegwu, Joel B. Avhurhi, Adebola Odukale, Idris S. Abubakar.





**NOTES:**

**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 Registered Office of the Company being 266 Ikorodu Road, Obanikoro, Lagos, 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.

**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 on or before 22<sup>nd</sup> November 2018.