



NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **AXA MANSARD INSURANCE PLC** will hold at the Oriental Hotel, No 3, Lekki Road, Victoria Island, Lagos State, on Thursday, February 13, 2020 at 10:00 a.m. to transact the following business:

SPECIAL BUSINESS

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

1. "That subject to regulatory approval, the Directors be and are hereby authorized to divest from any existing investments assets in furtherance of the objectives of the Company";
2. "That subject to regulatory approval, the Directors be and are hereby authorized to appoint such advisers, professionals and parties that they deem necessary, upon such terms and conditions that the Directors may deem appropriate with regard to the aforementioned divestments";
3. "That the Directors be and are hereby authorized to take all steps and do all acts that they deem necessary for the successful implementation of the above stated resolutions".

PROXY

A member that is eligible to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, DataMax Registrars Limited, No. 2c, Gbagada Expressway, Lagos State, not less than 48 hours before the time fixed for the meeting.

BY ORDER OF THE BOARD

OMOWUNMI MABEL ADEWUSI

Company Secretary
FRC/2013/NBA/00000000967
Santa Clara Court,
Plot 1412, Ahmadu Bello Way,
Victoria Island,
Lagos.

January 22, 2020

NOTES

Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed on January 31, 2020 to enable the Registrar prepare the register of shareholders eligible to attend and vote at a meeting.

Complaints Management

Further to the Securities and Exchange Commission (SEC) Complaints Management Framework which became effective on February 16, 2015 all listed companies are required to develop and maintain an internal policy on complaints management. Shareholders are advised to obtain a copy at the venue of the Extra Ordinary General Meeting. A copy of the policy can also be found on the Company's website.

Website

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

Questions from the Shareholders

Shareholders reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Explanatory Circular. Please send questions, comments or observations to the Company Secretariat, AXA Mansard Insurance, Plot 1412, Ahmadu Bello Way, Victoria Island, Lagos or by email to legalteam@axamansard.com not later than January 31, 2020. Questions and answers will be presented at the Extra Ordinary General Meeting.