



# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Twenty-Ninth Annual General Meeting of **AXA MANSARD INSURANCE PLC** will hold at the Oriental Hotel, No. 3, Lekki Road, Victoria Island, Lagos on Friday, May 7, 2021, at 10:00 a.m. to transact the following business:

## ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2020, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
2. To elect a Director;
3. To declare a dividend;
4. To authorise Directors to fix the remuneration of the Auditors;
5. To disclose the remuneration of Managers;
6. To elect the Shareholder representatives of the Statutory Audit Committee.

## PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy from the proxies stated in the Notice to attend and vote in his/her stead in accordance with the Corporate Affairs Commission guidelines on holding General Meetings using proxies. 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 Express Road, Gbagada Phase 1, Lagos State, not less than 48 hours before the time fixed for the meeting. A blank proxy form is attached to this Annual Report.

## 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.

April 14, 2021.

## NOTES

### 1. ATTENDANCE AND VOTING BY PROXY

In the interest of public safety and having due regard to COVID-19 Guidelines and restrictions for Safe Mass Gatherings in Nigeria by the Nigeria Centre for Disease and Control (NCDC), Lagos State Government and pursuant to the Corporate Affairs Commission's (CAC) Guidelines on holding Annual General Meetings by Public Companies using Proxies, only persons indicated to be selected proxies on the Proxy Form would attend the Meeting physically. All other Shareholders would be required to attend the Meeting online and to vote at the Meeting through a proxy.

In view of the foregoing, the approval of the CAC was obtained for the Annual General Meeting to be held by proxy.

A proxy may be selected from any of the following individuals (the Selected Proxies):

Mr. Olusola Adeeyo - Chairman  
Mr. Kunle Ahmed - Chief Executive Officer  
Chief Timothy Adesiyon - Shareholder  
Sir Sunny Nwosu - Shareholder  
Mrs. Ganiat Adetutu Siyonbola - Shareholder  
Mr. Olufemi Abolude - Shareholder  
Mr. Opeyemi Ojedeke-Akinwonmi - Shareholder  
Mrs. Bisi Bakare - Shareholder  
Mr Gbola Akinola - Shareholder  
Mr. Oladimeji Adeleke - Shareholder

The Selected Proxies are to attend the Meeting and vote on their own behalf as well as on behalf of the Shareholders who selected them as proxies. The Selected Proxies are encouraged to comply with relevant public health advice in order to protect the health of others. Other Shareholders can attend the meeting and participate in the proceedings online via real-time streaming options which have been provided in this notice.

A Proxy Form would be sent to the registered email address of Shareholders and would also be available online at [www.datamaxgroup.ng](http://www.datamaxgroup.ng), [www.axamansard.com](http://www.axamansard.com) and attached to the Annual Report. It is requested that duly executed Proxy Forms (together with any Power of Attorney or other authority under which it is signed, or a notarised copy of such Power of Attorney or other authority) be lodged at the office of Datamax Registrars Limited, as shown on the Proxy Form, not less than 48 hours before the time appointed for the meeting. The stamping of the Proxy Form will be borne by the Company.

### 2. Accreditation of Shareholders to attend the Meeting via Electronic Platform

Shareholders who intend to attend the meeting electronically are required to register for the meeting by visiting [maxmeeting.datamaxgroup.ng](http://maxmeeting.datamaxgroup.ng). Kindly be informed that Shareholders will be required to provide their registered email address(es) and phone number(s) in completing the accreditation. A message containing a unique link to be utilized for attending the meeting will be sent to the registered email of Shareholders upon completion of the accreditation process.

### 3. DIVIDEND

If approved, dividend will be payable on Friday, May 7, 2021, at the rate of 5.5Kobo per every 50 kobo ordinary share, to shareholders whose names are registered in the Register of Members as at the close of business on Thursday, April 22, 2021. Shareholders who have completed and submitted the e-dividend Mandate Form will receive a direct credit of the dividend into the bank accounts indicated in the e-dividend Mandate Form immediately after the Annual General Meeting.

### 4. E-DIVIDEND MANDATE

Shareholders are kindly requested to update their records and advise Datamax Registrars Limited of their updated records and relevant bank accounts for the payment of their dividends. The shareholder data update form and the e-dividend Mandate Form are contained in this Annual Report. The completed forms should be submitted to Datamax Registrars Limited at their office located at No. 2c, Gbagada Express Road, Gbagada Phase 1, Lagos State.

### 5. UNCLAIMED DIVIDEND

The list of all Unclaimed Dividends will be circulated with the Annual Report. All Shareholders with Unclaimed Dividends are advised to submit their completed e-dividend mandate form by e-mail or writing to the Registrar, Datamax Registrars Limited, No. 2c, Gbagada Express Road, Gbagada Phase 1, Lagos State.

### 6. E-ANNUAL REPORT

The electronic version of the Annual report is available at [www.axamansard.com](http://www.axamansard.com). Shareholders who have provided their email addresses to the Registrars will receive the electronic version of the Annual Report via email. Furthermore, Shareholders who are interested in receiving the electronic version of the Annual Report are kindly required to request via email to [annualreport@datamaxregistrars.com](mailto:annualreport@datamaxregistrars.com).

### 7. CLOSURE OF REGISTER

The Register of Members will be closed on April 23, 2021 in accordance with the provisions of Section 114 of the Companies and Allied Matters Act, Cap. C20, Laws of the Federation of Nigeria, 2020.

### 8. STATUTORY AUDIT COMMITTEE

In accordance with Section 406(6) of the Companies and Allied Matters Act, 2020, a shareholder may nominate another shareholder for appointment to the Statutory Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least twenty-one (21) days before the Annual General Meeting.

Kindly note that the provisions of the Code of Corporate Governance issued by the Securities and Exchange Commission (SEC) indicate that some of the members of the Statutory Audit Committee should have basic financial literacy and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees.

### 9. ELECTION OF DIRECTORS

Mr. Kuldeep Kaushik is being proposed for election as a Non-Executive Director. His appointment has been approved by the National Insurance Commission and will be presented for shareholders' approval at the 29<sup>th</sup> Annual General Meeting.

The profile of the aforementioned Director is available in the Annual report and also on the company's website at [www.axamansard.com](http://www.axamansard.com)

### 10. SHAREHOLDERS RIGHTS TO ASK QUESTIONS

In line with Rule 19.12© of the Listing Rules of The Nigerian Stock Exchange, Shareholders of the Company reserve the right to ask questions not only at the Annual General meeting but also in writing prior to the meeting, and such questions must be submitted to the Company than 7 days to the date of the meeting. Such questions should be addressed to the Company Secretary and reach the Company at its Head Office or by electronic mail at [Legalteam@axamansard.com](mailto:Legalteam@axamansard.com)

### 11. WEBSITE

A copy of this notice and other information relating to the meeting can be found at [www.axamansard.com](http://www.axamansard.com).