



Extending
Boundaries
of Value

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of the Members of Consolidated Hallmark Insurance Plc will be held on 21st May 2019 at 11.00am prompt at Agip Recital Hall, Muson Centre, 8/9 Marina, Lagos to transact the following business:

ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements for the year ended 31st December 2018 together with the reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To re-elect a retiring Director.
4. To ratify the appointment of a new Director.
5. To re-appoint the Auditors
6. To authorize the Directors to determine the remuneration of the Auditors.
7. To elect Members of the Audit Committee.

SPECIAL BUSINESS

Approve the remuneration of the Directors for the year ending 31st December 2019.

Dated this 26th day of April 2019

BY ORDER OF THE BOARD

RUKEVWE FALANA
Company Secretary
FRC/2016/NBA/00000014035

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.

CLOSURE OF REGISTER AND TRANSFER BOOKS

The Register of Members and transfer books will be closed from 7th May to 13th May 2019 (both dates inclusive).

DIVIDEND PAYMENT:

The Board of Directors of the Company has recommended a dividend of N162,600,000.00 that is Two (2) Kobo per ordinary share of 50Kobo, which is payable less withholding tax. If the recommendation is approved at this Annual General Meeting, the shareholders whose names appear in the Register of Members as at the close of business on the 6th May 2019 will have their accounts credited on 21st May 2019.

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 on or before the 7th May 2019.

AUDIT COMMITTEE

In accordance with section 359(5) of the Companies and Allied Matters Act Cap C20, LFN 2004, 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.

Kindly note that the provision of the Code of Corporate Governance issued by the Securities & Exchange Commission (SEC) state 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 above, nominations to the Statutory Audit Committee should be supported by a Curriculum Vitae of the nominees.

RE-ELECTION OF A DIRECTOR

In accordance with the Company's Articles of Association, Mrs. Ngozi Nkem retire by rotation and being eligible offer herself for re-election. The biographical details and attendance record of Mrs. Ngozi Nkem are stated in the annual report.

RESIGNATION OF DIRECTORS

In accordance with the provision of section 258 (1)(e) of the Companies and Allied Matters Act Cap C20 LFN 2004, Mrs. Eziaku Obidegwu, Mr. Joel Avhurhi and Chief ADS Odigie resigned from the Board of the Company on 24th April 2019.

APPROVAL OF THE APPOINTMENT OF A NEW DIRECTOR

Pursuant to section 249 of the Companies and Allied Matters Act Cap C20 2004, the Board of Directors appointed Dr. Layi Fatona as a Non-Executive Director on 24th April 2019 to fill the casual vacancy arising from the resignation of the above mentioned Non-Executive Directors. This appointment is however subject to the approvals of the relevant regulators and Members at this meeting. The biographical details of Dr. Layi Fatona are stated in the annual report.