

NOTICE OF COURT ORDERED MEETING

**IN THE FEDERAL HIGH COURT
HOLDEN AT LAGOS, NIGERIA**

SUIT NO: FHC/L/CS/1801/2022

IN THE MATTER OF

THE COMPANIES & ALLIED MATTERS ACT, 2020

AND

IN THE MATTER OF AN APPLICATION UNDER SECTION 715 THEREOF

AND

IN RE:

- 1. CONSOLIDATED HALLMARK INSURANCE PLC (RC. No. 168762);
AND**
- 2. HOLDERS OF ITS FULLY PAID ORDINARY SHARES**

MEETING OF THE HOLDERS OF THE FULLY PAID ORDINARY SHARES

OF

CONSOLIDATED HALLMARK INSURANCE PLC

NOTICE IS HEREBY GIVEN that by an **Order of the Federal High Court** (hereinafter referred to as the "**Court**") dated **October 13, 2022** made in the above matter, the Court has directed that a meeting ("**the Court-Ordered Meeting**" or "**the CoM**") of the holders of the fully paid ordinary shares of Consolidated Hallmark Insurance Plc ("**the Company**") be convened for the purpose of considering and if thought fit, approving, with or without modification, a Scheme of Arrangement ("**the Scheme**") pursuant to Section 715 of the Companies and Allied Matters Act, 2020 ('the Act') between the Company and the holders of the fully paid ordinary shares of 50 kobo each in the Company ("**the Holders**").

The Meeting will be held on **Tuesday November 1, 2022** at **Radisson Blu Hotel, 38/40 Isaac John Street GRA, Ikeja, Lagos** at **11:00 am** or soon thereafter, at which place and time shareholders are requested to attend. Copies of the Scheme Document containing details of the Scheme have been made available to shareholders of the Company.

At the Meeting, the following sub-joined resolution will be proposed and if thought fit passed as a special resolution of the Company:

That:

- 1. The Scheme of Arrangement** dated October 13, 2022, a printed copy of which has been produced for the Meeting and (for the purpose of identification only) signed by the Chairman be and is hereby approved;
- 2. In accordance with the Scheme of Arrangement**, the 10,840,000,000 (Ten Billion Eight Hundred and Forty Million) ordinary shares of 50 kobo each in the issued and paid-up share capital of the Company and held by the shareholders be and are hereby transferred to Consolidated Hallmark Holdings Plc ("**the Holdco**") in exchange for the allotment of 10,840,000,000 (Ten Billion Eight Hundred and Forty Million) ordinary shares of 50 kobo each in the share capital of the Holdco to the shareholders in proportion to their shareholding in the Company and to be credited as fully paid without any further act or deed;

3. The Board of Directors of the Company be and is hereby authorized to take all necessary action to delist the shares of the Company from the official list of Nigerian Exchange Limited, following which the Company will be re-registered as a private company;
4. The Memorandum and Articles of the Company be and are hereby amended as set out in the Annexure to this Notice; and;
5. The Board of Directors of the Company be and is hereby authorised to do all such things and take all such actions as are required to give effect to the Scheme, including consenting to any modifications of the Scheme of Arrangement or any conditions that Securities & Exchange Commission, the National Insurance Commission, the Federal High Court or any other regulatory authority may think fit to approve or impose.”

The said Scheme will be subject to the subsequent sanction of the Court and delivery of a certified true copy of the Order of the Court sanctioning the Scheme to the Corporate Affairs Commission.

Voting at the Meeting

Pursuant to the Order, in the interest of public safety and having due regard to the Nigeria Centre for Disease Control (NCDC) COVID-19 Guidance for Safe Mass Gatherings in Nigeria, (and the restrictions on public gatherings by the Lagos State Government to 50% capacity up to a maximum of 500 people per gathering), only persons indicated to be Selected Proxies on the Proxy Form will be allowed to attend the Meeting physically. All other Shareholders will be required to attend the Meeting online and to vote at the Meeting through a proxy.

In view of the foregoing, an order of the Court was sought and obtained for the Court-Ordered Meeting to be held by proxy.

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

1	Mr Obinna Ekezie	Chairman
2	Mr Eddie Efekoha	Group Managing Director/CEO
3	Mrs Bola Odukale	Director
4	Dr Layi Fatona	Director
5	Mr Shuaibu Idris	Director
6	Mrs Titi Omisore	Shareholder
7	Mr Sunny Obidegwu	Shareholder
8	Dr Tony Anonyai	Shareholder
9	Mr Francis Udubor	Shareholder
10	Sir Sunny Nwosu	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. Other Shareholders can join the meeting and follow the proceedings online via real-time streaming options which will be available on the Company’s website. Shareholders who have appointed any of the Selected Proxies and have given the proxy voting instructions can participate and attend the Meeting online. Any Shareholder attending the Court-Ordered Meeting online who has any questions in respect of the Scheme will be able to ask such questions during the Court-Ordered Meeting via the real-time streaming options.

In the case of Joint Shareholders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority will be

determined by the order in which their names stand in the Register of Members for Consolidated Hallmark Insurance Plc.

A Proxy Form will be sent to the registered email address of Shareholders and will also be available at www.chiplc.com and www.meristemregistrars.com. 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 Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Yaba, Lagos, not less than 24 hours before the time appointed for the Court-Ordered Meeting.

Shareholders are encouraged to submit the duly completed Proxy Form on or before 11:00 am on October 31, 2022.

A member entitled to attend the Court-Ordered Meeting who does not receive a copy of the Scheme Document within 7 days of the date of this notice can obtain copies of same, free of charge, from the Registrar of Consolidated Hallmark Insurance Plc, Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Yaba, Lagos, Lagos.

The Scheme Document will also be available online at www.chiplc.com and www.meristemregistrars.com and www.chapelhilldenham.com

Closure of Register of Members

The Register of Members will be closed from 24th to 28th October, 2022 for the purpose of determining attendance at the Court-Ordered Meeting.

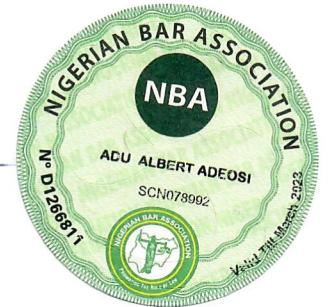
Dated this 13th day of October 2022



Mrs Rukevwe Falana
Company Secretary
Consolidated Hallmark Holdings Plc



Albert. A. Adu
Partner
Alliance Law Firm
71 Ademola Street, Off Awolowo Road
Ikoyi, Lagos
(Legal Adviser)



NOTES:

Accreditation of Shareholders to attend the Meeting via Electronic Platform

1. Shareholders who intend to attend the Meeting electronically are required to register for the meeting by visiting www.chiplc.com or www.meristemregistrars.com. Kindly be informed that Shareholders will be required to provide their registered email address(es) 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. Accreditation of Shareholders will start on Thursday October 20, 2022 and end before the meeting commences.
2. The current and proposed Memorandum and Articles of Association of the Company with proposed changes will be available on the Company's website at <https://chiplc.com/investor-relations/>