



Consolidated Hallmark

Insurance Plc. RC: 168762

Anxiety Away, Value Assured

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 Thursday, November 21, 2019 at 11.00am prompt at The Providence By Mantis Hotel, 12A, Oba Akinjobi Way, GRA, Ikeja, Lagos to transact the following business:

SPECIAL BUSINESS

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

- (a) That the Company's authorised share capital be and is hereby increased from N7,500,000,000 divided into 15,000,000,000 Ordinary shares of 50Kobo each to N10,000,000,000 divided into 20,000,000,000 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 N10,000,000,000.00 (Ten Billion Naira Only) divided into 20,000,000,000.00 (Twenty 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 authorised to raise additional capital of up to N1,117,875,000 (One Billion, One Hundred and Seventeen Million, Eight Hundred and Seventy Five Thousand Naira Only) through a Rights Issue of 2,032,500,000 (Two Billion And Thirty Two Million Five Hundred Thousand) units in the ratio of 1:4 at N0.55 per share, on such terms and conditions and on such dates as may be determined by the Directors, subject to obtaining the approvals of the relevant regulatory authorities.
- (d) That the Directors be and are hereby authorized to raise, whether by way of private/public, special offering, rights issue or a combination or any other method(s) they deem fit, additional capital of up to N4,500,000,000 (Four Billion Five Hundred Million Naira Only) or its equivalent whether locally or internationally or a combination of both, through the issuance of shares, long term debt, preference shares (redeemable or irredeemable), convertible and non convertible securities or depository receipts or any other instrument(s), whether as a standalone transaction, or a combination which may be determined by the Directors for such consideration and upon such terms and conditions as the Directors may deem fit; subject to obtaining the approvals of relevant regulatory authorities.
- (e) That the Directors are hereby authorized to commence discussion on possible Mergers and Acquisition as the Directors may deem fit; subject to obtaining the approvals of Shareholders and relevant regulatory authorities.
- (f) That the Directors be and are hereby authorized to do all acts and things and to approve, sign and/or execute all documents, appoint such professional parties and advisers, perform all such other things as may be necessary to give effect to the above resolutions including without limitation, complying with the directives of any regulatory authority.
- (g) 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.

Dated this 28th day of October 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.

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 Thursday, November 14, 2019.