



Consolidated Hallmark

Insurance Plc. RC: 168762
Anxiety Away, Value Assured



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting (AGM) of the Members of Consolidated Hallmark Insurance Plc will be held on 26th August 2020 at 11.00am prompt at the Conference Room of Consolidated Hallmark Insurance Plc, 266 Ikorodu Road, Obanikoro, Lagos State to transact the following business:

ORDINARY BUSINESS

- To receive and consider the Audited Financial Statements for the year ended 31st December 2019 together with the reports of the Directors, Auditors and Audit Committee thereon.
- To re-elect retiring Directors.
- To re-appoint the Auditors.
- To authorize the Directors to determine the remuneration of the Auditors.
- To elect Members of the Audit Committee.

SPECIAL BUSINESS

To consider and if thought fit to pass the following resolutions as ordinary resolution:

- Approve the remuneration of the Directors for the year ending 31st December 2020.
- That the Directors are hereby authorized to issue bonus shares of 677,500,000 ordinary shares of N0.50 kobo each amounting to a sum of N338,750,000, from its Retained Earnings in the sum of N405,951,229 as contained in its 31st December 2019 Audited Annual Report. The Bonus Shares shall be distributed at the ratio of one (1) new share for every fifteen (15) shares currently held by Shareholders who are on the Register of Members as at 18th August 2020.

Dated this 29th day of July 2020

BY ORDER OF THE BOARD

RUKEVWE FALANA
Company Secretary
FRC/2016/NBA/00000014035

NOTES:

COMPLIANCE WITH COVID -19 RELATED DIRECTIVES AND GUIDELINES

The Federal Government of Nigeria, State Governments, Health Authorities and Regulatory Agencies have issued a number of guidelines and directives aimed at curbing the spread of COVID-19 in Nigeria. Particularly, the Lagos State Government prohibited the gathering of more than 50 people, while the Corporate Affairs Commission (CAC) issued Guidelines on Holding Annual General Meeting (AGM) of Public Companies by Proxy. The convening and conduct of the AGM shall be done in compliance with these directives and guidelines.

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 Company's Registrars' Office, Meristem Registrars & Probate Services Ltd, or via email at info@meristemregistrars.com 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.

STAMPING OF PROXY

The Company has made arrangements, at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time or sent by e-mail to info@meristemregistrars.com

ATTENDANCE BY PROXY

In line with the Corporate Affairs Commission Guidelines, attendance of the AGM shall be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

- Mr. Obinna Ekezie - Chairman
- Mr. Eddie Efekoha - Managing Director/CEO
- Mrs. Rukevwe Falana - Company Secretary
- Sir Sunny Nwosu - Shareholders Representative
- Mr. Lawrence Oguntoye - Shareholders Representative

LIVE STREAMING OF THE AGM

The AGM will be streamed live online. This will enable Shareholders and other Stakeholders who will not be attending physically to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at www.chiplc.com

CLOSURE OF REGISTER AND TRANSFER BOOKS

The Register of Members and transfer books will be closed from 19th August 2020 to 25th August 2020 (both dates inclusive) for the purpose of the Bonus Issue thereby making Tuesday, August 18, 2020 the qualification date.

UNCLAIMED DIVIDEND

Several dividend remain unclaimed. 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 receipt of dividend. Detachable forms in respect of mandate for e-dividend payment, unclaimed/stale dividend payment and Shareholders' 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 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 or via email at info@chiplc.com on or before the 19th August 2020.

E-ANNUAL REPORT

The electronic version of this Annual report (e-annual report) can be downloaded from the Company's website at www.chiplc.com. The e-annual report will be emailed to all Shareholders who have provided their email addresses to the Company's Registrars. Shareholders who wish to receive the e-annual report are kindly requested to send an email to info@chiplc.com or investorrelations@chiplc.com or info@meristemregistrars.com

WEBSITE

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

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) states 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 DIRECTORS

In accordance with the Company's Articles of Association, Mr. Obinna Ekezie, Prince Ben Onuora and Mrs. Bola Odukale retire by rotation and being eligible offer themselves for re-election. Please note that the biographical details of Directors seeking re-election are provided in the Annual Report.

AGE DECLARATION

Dr. Layi Fatona in accordance with section 252 (1) of the Companies and Allied Matters Act Cap C20 LFN 2004, intends to disclose at this meeting that he is over 70 years of age.