

IN THE FEDERAL HIGH COURT OF NIGERIA
IN THE LAGOS JUDICIAL DIVISION
HOLDEN AT LAGOS

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

**IN THE MATTER OF AN APPLICATION UNDER SECTION 715 OF THE
COMPANIES AND ALLIED MATTERS ACT, 2020**

AND

IN THE MATTER OF CONSOLIDATED HALLMARK INSURANCE PLC

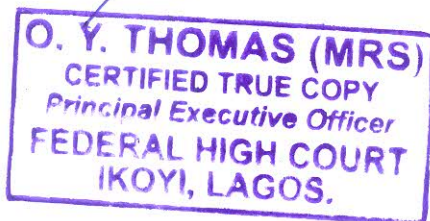
IN RE:

**CONSOLIDATED HALLMARK INSURANCE PLC ----- APPLICANT
(RC NO 168762)**

ORDER

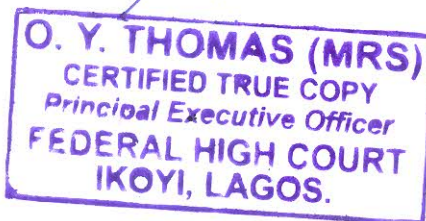
UPON THE ORIGINATING SUMMONS dated and filed on the 21st day of September, 2022, coming up before this Honourable Court and praying for the following reliefs:

1. AN ORDER directing the applicant to convene a meeting of the holders of the fully paid ordinary shares of the Applicant for the purpose of considering, and if thought fit, approving (with or without modification) the Scheme of Arrangement (Scheme) between the Applicant and the holders of its fully paid ordinary shares in the form and context specified in the Scheme of Arrangement annexed herewith or subject to such modification, addition(s) or conditions(s) agreed between the Applicant and the holders of their fully paid ordinary shares, and/or approved or imposed by this Honorable Court.



2. AN ORDER directing that the said meeting of the Applicant be convened and held in Lagos on the 24th day of October 2022 or such other date as the Applicant's Board of Directors may deem appropriate at 10:00am or soon thereafter.
3. AN ORDER directing that a copy of the Scheme Document incorporating the Notice of such meeting, the Scheme and the Explanatory Statement be sent to the email addresses of the shareholders appearing in the Register of Members of the Applicant.
4. AN ORDER that the meeting be held and concluded in the manner that general meetings of the Applicant are held and in accordance with the provisions of the Applicant's Articles of Association, save that:
 - a. Voting at the meeting shall be by poll and each shareholder shall be entitled to one vote for each share they holder (sic.) in the Applicants;
 - b. Only persons indicated as selected proxies in the Notice of the Meeting would be able to attend the meeting and vote on behalf of themselves and the shareholders of the Applicant who selected them as proxies. Other shareholders of the Applicant would be able to join the meeting and follow the proceedings online via the real-time streaming options; and

17/10/2022



- c. The statutory threshold required to pass the resolutions at the Court-Ordered Meeting is a majority representing not less than three-quarters in value of the Ordinary Shares of members present and voting in person or by proxy.
5. AN ORDER that the meeting shall be convened by a shorter notice period to the Shareholders than the statutorily prescribed twenty-one (21) days, which notice shall be furnished by way of publication in two (2) national daily newspaper.
6. AN ORDER directing that if the meeting of the members of the Applicant agree to, and approve the Scheme, a Report of the Court-Ordered Meeting be presented to this Honourable Court for sanction of the said Scheme.
7. AND SUCH FURTHER ORDER OR ORDERS as the Honourable Court may deem fit to make in the circumstances.

27/10/2022

O. Y. THOMAS (MRS)
CERTIFIED TRUE COPY
Principal Executive Officer
FEDERAL HIGH COURT
IKOYI, LAGOS.

UPON READING through the said Summons, its supporting Affidavit of eighteen (18) paragraphs, five paragraphs Affidavit of Non-Multiplicity of Action both deposed to by rukevwe Falana, Female, Christian, Nigerian, an employee of Consolidated Hallmark Insurance Plc of No. 266 Ikorodu Road, Obanikoro, Lagos State with exhibits marked "CHI A – CHI E" attached thereto and Written

Address signed by Uchechukwu V. Obi SAN Counsel to the Applicant all filed at the Federal High Court Registry Ikoyi Lagos on the 21st day of September, 2022.

AFTER HEARING Theophilus Ochonogor Esq. with Samuel Ngwu Esq., Counsel to the Applicant move in terms of the motion paper. And having carefully considered the application and submission of Counsel.

IT IS HEREBY ORDERED AS FOLLOWS:

1. An order is hereby made directing the Applicant to convene a meeting of the holders of the fully paid ordinary shares of the Applicant for the purpose of considering, and if thought fit, approving (with or without modification) the Scheme of Arrangement (Scheme) between the Applicant and the holders of its fully paid ordinary shares in the form and context specified in the Scheme of Arrangement annexed to the Summons or subject to such modification, addition(s) or conditions(s) agreed between the Applicant and the holders of their fully paid ordinary shares.

2. An order is hereby made directing that the said meeting of the Applicant be convened and held in Lagos on the 24th day of October 2022 or such other date as the Applicant's Board of Directors may deem appropriate at 10:00am or soon thereafter.




P. O. LIFU (JP)
(PRESIDING JUDGE)



O. Y. THOMAS (MRS)
CERTIFIED TRUE COPY
Principal Executive Officer
FEDERAL HIGH COURT
IKOYI, LAGOS.

3. An order is hereby made directing that a copy of the Scheme Document incorporating the Notice of such meeting, the Scheme and the Explanatory Statement be sent to the email addresses of the shareholders appearing in the Register of Members of the Applicant.

4. An order is hereby made that the meeting be held and concluded in the manner that general meetings of the Applicant are held and in accordance with the provisions of the Applicant's Articles of Association, save that:

a. Voting at the meeting shall be by poll and each shareholder shall be entitled to one vote for each share they hold in the Applicant;

b. Only persons indicated as selected proxies in the Notice of the Meeting would be able to attend the meeting and vote on behalf of themselves and the shareholders of the Applicant who selected them as proxies. Other shareholders of the Applicant would be able to join the meeting and follow the proceedings online via the real-time streaming options; and

c. The statutory threshold required to pass the resolutions at the Court-Ordered Meeting is a majority representing not less than three-quarters in value of the Ordinary

17th Nov 2022

O. Y. THOMAS (MRS)
CERTIFIED TRUE COPY
Principal Executive Officer
FEDERAL HIGH COURT
IKOYI, LAGOS.


Shares of members present and voting in person or by proxy.

5. An order is hereby made that the meeting shall be convened by a shorter notice period to the Shareholders than the statutorily prescribed twenty-one (21) days, which notice shall be furnished by way of publication in two (2) national daily newspapers.
6. The Court ordered meeting so held shall approve the scheme which shall be submitted to this court for necessary sanction on the next adjourned date herein referred to as the return date fixed against the 9th day of November, 2022.

ISSUED AT LAGOS, under the Hand of the Presiding Judge and Seal of this Honourable Court this 13th day of October, 2022.


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OLUWAKEMI OBALAJA (MRS)
(Registrar)




O. Y. THOMAS (MRS)
CERTIFIED TRUE COPY
Principal Executive Officer
FEDERAL HIGH COURT
IKOYI, LAGOS.