



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty Eighth Annual General Meeting of AXA MANSARD INSURANCE PLC will hold at the Oriental Hotel, No. 3, Lekki Road, Victoria Island, Lagos on Wednesday, July 29, 2020, at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS

To receive the Audited Financial Statements for the year ended December 31, 2019, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon;

To authorise Directors to fix the remuneration of the Auditors;

To elect Directors;

To elect members of the Statutory Audit Committee.

PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, DataMax Registrars Limited, No. 2c, Gbagada Phase 1, Lagos State, not less than 48 hours before the time fixed for the meeting. A blank proxy form is attached to this Annual Report.

BY ORDER OF THE BOARD

OMOWUNMI MABEL ADEWUSI

Company Secretary

FRC/2013/NBA/00000000967

Santa Clara Court,

Plot 1412, Ahmadu Bello Way,

Victoria Island,

Lagos.

June 25, 2020

NOTES

ATTENDANCE BY PROXY

In the interest of public safety and having regard to the Nigerian Centre for Disease Control (NCDC) COVID-19 Guidance for Safe Mass Gatherings in Nigeria, the guidelines of the Corporate Affairs Commission (CAC) on holding Annual General Meetings and the restrictions on public gatherings by the Lagos State Government, AXA Mansard Plc. will conduct its 28th Annual General Meeting by proxy only and limited to the maximum number of persons allowed in a gathering.

Approval of the Corporate Affairs Commission

The approval of the Corporate Affairs Commission (CAC) was sought and obtained to hold the AGM in line with the guidelines on holding of AGMs of public companies using proxies.

Nomination of Proxies

Accordingly, members entitled to vote are requested to appoint a proxy of their choice from the list of nominated proxies below to represent them at the Meeting: (A blank Proxy Form is attached to the Annual Report).

Mr. Sola Adeeyo

– Chairman

Mr. Kunle Ahmed

– Managing Director/Chief Executive Officer

Mrs. Omowunmi Adewusi

– Company Secretary

All completed proxy forms should be sent by email to annualreports@datamaxregistrars.com or LegalTeam@axamansard.com

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.

LIVE STREAMING OF THE AGM

The AGM will be streamed live. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the live streaming of the Meeting will be made available on the Company's website at www.axamansard.com.

E-ANNUAL REPORT

The electronic version of the Annual report is available at www.axamansard.com. Shareholders who have provided their email addresses to the Registrars will receive the electronic version of the Annual Report via email. Furthermore, Shareholders who are interested in receiving the electronic version of the Annual Report are kindly required to request via email to annualreports@datamaxregistrars.com.

CLOSURE OF REGISTER

The Register of Members will be closed on July 17, 2020 in accordance with the provisions of Section 89 of the Companies and Allied Matters Act, Cap. C20, Laws of the Federation of Nigeria, 2004.

STATUTORY AUDIT COMMITTEE

In accordance with Section 359(5) of the Companies and Allied Matters Act, 2004, a shareholder may nominate another shareholder for appointment to the Statutory Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least twenty-one (21) days before the Annual General Meeting.

Kindly note that the provisions of the Code of Corporate Governance issued by the Securities and Exchange Commission (SEC) indicate 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 foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees.

ELECTION OF DIRECTORS

The following directors are being proposed for election to the Board:

Mr. Hassan Elshabrawishi – Non-Executive Director

Mr. John Dickson – Non-Executive Director

Mr. Tope Adeniyi – Non-Executive Director; and

Mrs. Rashidat Adebisi- Executive Director

Their appointments have been approved by the National Insurance Commission and will be presented for shareholders' approval at the Annual General Meeting.

The profile of the aforementioned Directors is available in the Annual report and also on the company's website at www.axamansard.com.

SHAREHOLDERS RIGHTS TO ASK QUESTIONS

Shareholders of the Company reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Annual Report and Accounts. Please send questions, comments or observations to the Company Secretariat, AXA Mansard Insurance plc, Plot 1412 Ahmadu Bello Way, Victoria Island, Lagos or by email to the LegalTeam@axamansard.com not later than July 22, 2020.

UNCLAIMED DIVIDEND

Some Dividend warrants have remained unclaimed or are yet to be presented for payment or returned to the Registrars for revalidation. Affected Shareholders are advised to contact the Registrars, DataMax Registrars Limited, 2C, Gbagada Expressway, Anthony Oke Bus Stop, by Beko Ransome Kuti Park, Lagos State.

WEBSITE

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