



NOTICE OF THE 35TH ANNUAL GENERAL MEETING OF MEMBERS OF SUNU ASSURANCES NIGERIA PLC

NOTICE IS HEREBY GIVEN that the thirty-fifth (35th) Annual General Meeting (AGM) of members of SUNU Assurances Nigeria Plc (the "Company") would hold by Proxy on Friday, 6th May, 2022 by 10:00 a.m. at Plot 1196, Bishop Oluwole Street, Off Akin Adesola Street, Victoria Island, Lagos State for the purpose of considering and, if deemed fit, to pass and approve, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Company's Memorandum and Articles of Association (MEMART), the Companies and Allied Matters Act, 2020 (CAMA) and the Listings Rules of Nigerian Exchange Limited.

ORDINARY BUSINESS:

1. To lay before members, the consolidated Audited Financial Statements of the Company and its subsidiaries as approved by the board of directors of the Company (the Board) together with the reports of the directors, audit committee and external auditors of the Company for the year ended 31st December, 2021.
2. Re-election, by way of separate resolutions of the following persons, who would retire as non-executive directors by rotation at the AGM in accordance with clause 92 of the Company's MEMART:
 - a. Mr. Mohamed Bah
 - b. Mr. Karim- Franck Dione
 - c. Miss. Taizir Ajala
3. Ratification of the appointment of Non-Executive Directors.
4. Appointment of the firm of SIAO Partners as the Company's external auditors for 2022 financial year.
5. Authority to the Board to fix the remuneration of the external auditors for 2022 financial year.
6. Election of members of the Company's audit committee, to hold office until the end of the next AGM.
7. Disclosure of the remuneration of Managers of the Company

SPECIAL BUSINESS:

8. Approval of the remuneration of directors of the Company for 2022 financial year.
9. To consider and if thought fit, pass the following as special resolutions:
 - I. That following the recommendations of the Board of Directors in compliance with the requirements of Section 124 of the Companies and Allied Matters Act (CAMA) 2020 and regulation 13 of the Companies Regulations 2021, the company be and is hereby authorized to take all necessary steps to comply with this requirement as it relates to unissued share forming part of the Share capital including cancellation of the unissued Shares of the Company;
 - II. That the Company be and is hereby authorised to take all steps necessary to ensure that the Memorandum and Articles of Association of the Company are altered to comply with Resolution 9(i) above, including replacing the provision stating the authorised share capital with the issued share capital;
 - III. That the Company be and is hereby authorised to appoint such professional parties, consultants and advisers as may be required to comply with the resolution.
 - IV. That 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 above resolutions in compliance with extant laws and regulations.

Notes

1. PROXIES

In view of the Government directive on physical distancing and the restriction on the maximum number of people in every gathering due to the COVID-19 pandemic, attendance shall only be by proxy. A member entitled to attend and vote at the AGM is advised to appoint any proxy listed below to attend and vote on his/her behalf:

- | | |
|-------------------------------|-----------------------|
| a. Mr. Kyari Abba Bukar | Chairman |
| b. Mr. Samuel Ogbodu | Managing Director/CEO |
| c. Chief Matthew Akinlade | Shareholder |
| d. Mr. Nonah Awoh | Shareholder |
| e. Mrs Oludewa Edodo - Thorpe | Shareholder |

SUNU Assurances Nigeria Plc RC 65443

SUNU Place Plot 1196 Bishop Oluwole Street, Off Akin Adesola Road, Victoria Island, Lagos.
P.O Box 1514, Marina, Lagos - **Tel:** 234-1-2802012 - **Email:** nigeria@sunu-group.com - **Website:** www.sunu-group.com

Directors

Mr. Kyari Abba Bukar (Chairman, Independent Director), Mr. Samuel Ogbodu (Managing Director/CEO), Mr. Phillipe Ayivor, Mr. Mohamed Bah, Mr. Ibikunle Balogun, Mr. Olanrewaju Ogunbanjo, Mr. Karim-Franck Dione, Ms. Taizir Ajala (Independent Director), Mr. Adeleke Hassan (Executive Director, Technical & Operations)

Authorized and Regulated by National Insurance Commission RIC011



To be valid, a proxy form must be completed and duly stamped by the Commissioner of Stamp Duties and emailed to info@crescentregistrars.com or deposited at the registered office of the Company's Registrar, **Crescent Registrars Limited** at 23, Olusoji Idowu Street, Ilupeju, Lagos, Nigeria not less than 48 hours before the time of holding the meeting.

All instruments of proxy shall be at the Company's expense.

2. CLOSURE OF REGISTER OF MEMBERS/TRANSFER BOOKS

The register of members and transfer books of the company would be closed from **Friday, 29th April to Friday, 5th May, 2022** (both dates inclusive) to enable the Registrars to make necessary preparations for the AGM.

3. AUDIT COMMITTEE

In accordance with the provisions of the Companies and Allied Matters Act, 2020 any member may nominate another member for appointment to the audit committee. Such nomination shall be in writing and delivered to the Company Secretary at least 21 days before the AGM.

Nomination shall be in line with the requirements of the Nigerian Code of Corporate Governance 2018.

4. RE-ELECTION OF DIRECTORS

In accordance with the provisions of the Company's MEMART, Mr. Mohamed Bah, Mr. Karim-Franck Dione and Miss. Taizir Ajala would retire by rotation as non-executive directors and being eligible have indicated their intention to be re-elected.

5. MEMBERS' RIGHT TO ASK QUESTIONS

Members reserve the right to ask questions at the AGM. Members may also submit their questions prior to the meeting in writing to the Company, in line with Rule 19.12(c) of the Listing Rules of Nigerian Exchange Limited Such questions must be addressed to the Company Secretary by electronic mail at nigeria@sunu-group.com no later than 7 days before the date of the AGM.

6. BIOGRAPHICAL DETAILS OF DIRECTORS

Biographical details of all directors including those standing for re-election are provided in the annual report and on the company's website.

7. LIVE STREAMING OF AGM

To enable Shareholders and other Stakeholders who will not be attending physically follow the proceedings, the AGM will be streamed live. The link for the AGM live streaming will be made available on the Company's website at www.sunu-group.com.

8. WEBSITE

Copy of this notice and other information relating to the meeting can be found on the Company's website www.sunu-group.com.

Dated this Monday, 11th April, 2022

BY ORDER OF THE BOARD

TAIWO KUKU
COMPANY SECRETARY
FRC/2013/NBA/00000002571