



**NOTICE OF THE 36<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF SUNU ASSURANCES NIGERIA PLC**

**NOTICE IS HEREBY GIVEN** that the thirty-Sixth (36<sup>th</sup>) annual general meeting (AGM) of members of SUNU Assurances Nigeria Plc (the "company") will be held on **Wednesday, 14<sup>th</sup> June, 2023** by 10:00 a.m. at **NOVATEL HOTEL**, (Formerly known as Pelican Hotel ) No 1, Bellisimo Hotel Drive, Chevy View Estate, New Road Bus Stop, Lekki-Epe Expressway, Lekki, 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 the 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 31<sup>st</sup> December 2022.
2. To declare a dividend recommended by the Board of Directors of the Company in respect of the financial year ended 31<sup>st</sup> December 2022.
3. To re-elect the following persons, who would retire as non-executive directors by rotation at the AGM in accordance with clause 92 of the company's Articles of Associations:
  - a. Mr. Kyari Abba Bukar
  - b. Mr. Philippe Ayivor
4. To authorize the Board of Directors to fix the remuneration of the external auditors.
5. To disclose the remuneration of Managers of the company.
6. To elect Shareholders representatives of the audit committee to hold office until the end of the next AGM.

**SPECIAL BUSINESS:**

7. To consider and if thought fit, pass the following as ordinary resolution of the company:

To approve the remuneration of directors of the company for 2023 financial year.
8. To consider and if thought fit, pass the following as special resolutions:
  - I. That the Articles of Association of the Company be amended by insertion of a new Clause 45 (b) and (c) to read as follows:
    - a. The Annual General Meeting or any other General Meeting of the Company may hold electronically by means of a tele-conference, videoconference, or other electronic/virtual communication means, which allows all those participating in the meeting to hear and speak to one another. (This is pursuant to provisions of Section 240 (2) of the Companies and Allied Matters Act, 2020, as amended by Section 11 of the Business Facilitation (Miscellaneous Provisions) Act 2022).
    - b. A member of the Company or Proxy may participate in any general meeting via teleconference, video conference, and any other technological means that allows the participating member to hear and be heard. Any person so participating in person or by proxy shall be deemed to be present in person at the meeting and shall be entitled to vote via any electronic/virtual channel provided by the Company.
  - II. That the Directors be and are hereby authorised to take all such lawful steps, pass all requisite resolutions, and do all such other lawful acts and/or things as may be necessary for and/or incidental to give effect to these resolutions.

**SUNU Assurances Nigeria PIC**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](mailto:nigeria@sunu-group.com) - **Website:** [www.sunu-group.com](http://www.sunu-group.com)

**Directors**

Mr. Kyari Abba Bukar (Chairman, Board of Directors Independent Non- Executive) (Nigerian), Mr. Samuel Ogbodu (Managing Director/CEO) (Nigerian), Mr. Karim-Frank Dione (Non-Executive) (French), Mr. Phillippe Ayivor (Non- Executive) (Ghanaian), Mr. Mohamed Bah (Non-Executive) (Guinean), Ms. Taizir Ajala (Independent Non-Executive) (Nigerian), Mr. Adeleke Hassan (Executive Director, Technical & Operations) (Nigerian), Mrs. Aisha Abubakar (Independent Non-Executive) (Nigerian), Mrs. Olajumoke Bakare (Independent Non-Executive) (Nigerian)

**Authorized and Regulated by National Insurance Commission RIC011**



## **NOTES**

### **1. PROXY**

A Member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her/its stead. Such proxy need not be a member of the Company.

To be valid, a proxy form must be completed and duly stamped by the Commissioner of Stamp Duties and emailed to [info@crescentregistrars.com](mailto: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 **Wednesday 31<sup>st</sup> May to Monday 5<sup>th</sup> June, 2023** (both dates inclusive) to enable the Registrars update the Register of members and other preparations necessary 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 Articles of Association, Mr. Kyari Abba Bukar and Mr. Philippe Ayivor would retire by rotation as non-executive directors and being eligible have indicated their intention to be re-elected.

### **5. DIVIDEND**

If the payment of dividend is approved at the meeting, the bank accounts of Shareholders with the appropriate e-dividend mandate and whose names appear in the Register of Members as at the close of business on Tuesday 30<sup>th</sup> May 2023 will be credited on Thursday 15<sup>th</sup> June 2023.

### **6. 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 the Nigerian Exchange Limited. Such questions must be addressed to the Company Secretary by electronic mail at [nigeria@sunu-group.com](mailto:nigeria@sunu-group.com) no later than 7 days before the date of the AGM.

### **7. 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.

### **8. 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](http://www.sunu-group.com).

### **9. WEBSITE**

Copy of this notice and other information relating to the meeting shall be found on the company's website [www.sunu-group.com](http://www.sunu-group.com).

Dated this Wednesday, 17<sup>th</sup> May, 2023

BY ORDER OF THE BOARD

**TAIWO OLUBUNMI KUKU**  
COMPANY SECRETARY  
FRC/2013/NBA/0000002571