



## Guinea Insurance Plc

...exceeding your expectations

Corporate Head Office: Guinea Insurance House, 33, Ikorodu Road, Jibowu, P.O.Box 1136, Marina, Lagos  
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Authorised and Regulated by the National Insurance Commission RIC No. 07

### NOTICE OF 66<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 66<sup>th</sup> Annual General Meeting of GUINEA INSURANCE PLC will be held at the Providence Hotel Auditorium 12A Oba Akinjobi Way, G.R.A Ikeja, Lagos on Friday, the 1<sup>st</sup> day of November, 2024, at 11.00 a.m. prompt to transact the following business:

#### ORDINARY BUSINESS:

1. To lay before the Members, the Report of the Directors and the Audited Financial Statements together with the Auditors Report for the year ended 31<sup>st</sup> December 2023;
2. To re-elect the following Directors retiring by rotation;
  - Mr. Simon Bolaji
  - Alhaji Hassan Dantata
  - Mr. Chukwuemeka Uzoukwu
3. To ratify the appointment of new Directors;
  - Mrs. Ogonna Offor Orabueze.
  - Mrs. Chioma Okigbo.
4. To disclose the remuneration of Managers of the Company.
5. To ratify the re-appointment of BDO Professional Services as External Auditors.
6. To authorize Directors to fix the remuneration of the External Auditors of the Company; and
7. To elect members of the Statutory Audit Committee.

#### Special Business

8. To Consider and if thought fit to pass the following as ordinary Resolutions:
  - i. To approve the remuneration of the Non-executive Directors.

*“That the remuneration of the Directors of the Company be reviewed upwards from N1,000,000.00 (One Million Naira) to N4,000,000.00 (Four Million Naira) per annum, for each Non- Executive Director, and N1,200,000.00 (One Million Two Hundred Thousand Naira) to N5,000,000.00(Five Million Naira) for the Board Chairman, per annum.*
9. That Crest and Waterfall Consultants Limited be appointed as Board Evaluation Consultant.
10. That the Company be and is hereby given the general mandate to enter into transactions with related parties for the Company's Day-to day- operations, including amongst others the procurement of goods and services, on normal commercial terms.

## NOTES:

- **Voting by Interested Persons** In line with the provisions of Rule 20.8 (c) (8) of the Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to abstain, and ensure that their proxies, representatives, or associates shall abstain from voting on resolution 10 above.
- **PROXY:** Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. For the appointment of the proxy to be valid, a Proxy Form must be completed and deposited either at the office of the Company's Registrar, Cardinalstone Registrars Limited, 358, Herbert Macaulay Way, Yaba, Lagos not later than 48 hours before the time fixed for the meeting. A blank Proxy Form is attached to the Annual Report and may also be downloaded from the Company's website at [www.guineainsurance.com](http://www.guineainsurance.com)
- **STAMPING OF PROXY:** The Company has made arrangement at its cost, for the stamping of the duly completed and signed Proxy Forms submitted to the Company's Registrars within the stipulated time.
- **ONLINE STREAMING OF 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 online live streaming will be made available on the Company's YouTube Channel at <https://youtube.com/live/gitqclqyciw>
- **CLOSURE OF REGISTER:** The Register of Members shall be closed from 15<sup>th</sup> October 2024 to 31<sup>st</sup> October, 2024, (both days inclusive) for the purpose of updating the Register of Members.
- **BIOGRAPHICAL DETAILS OF DIRECTORS:** The biographical details of Directors standing re-election are provided in the 2023 Annual report and posted on the Company's website at <https://www.guineainsurance.com>
- **NOMINATION OF STATUTORY AUDIT COMMITTEE MEMBERS:** In accordance with Section 404(6) of the Companies and Allied Matters Act 2020, any member may nominate a shareholder as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the Annual General Meeting. Such notice of nominations should be sent via email to the Company Secretary, at the Company's Head Office, Guinea Insurance House, 33, Ikorodu Road, Jibowu, Lagos or via email at [cnwankwo@guineainsurance.com](mailto:cnwankwo@guineainsurance.com)

- **RIGHTS OF SECURITY HOLDERS TO ASK QUESTIONS:** In compliance with Rule 19.12(c) of the Nigerian Exchange Limited's Rulebook, a member and other Security Holders of the Company have

a right to ask questions not only at the Annual General Meeting, but also in writing prior to the Meeting, and such questions must be submitted at least one week before the date of the meeting.

**Dated this 3<sup>rd</sup> day of October 2024**

**BY ORDER OF THE BOARD**



**CHINENYE NWANKWO ACIS**

Company Secretary

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