



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Seventh (67th) Annual General Meeting of GUINEA INSURANCE PLC (the Company) will be held virtually via <https://bit.ly/GIP67THAGM2024> on Wednesday, 3rd September 2025 at 11.00 a.m. prompt to transact the following business:

ORDINARY BUSINESS:

1. To receive the Audited Financial Statements of the Company for the year ended 31, December 2024, together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
2. To elect the following as Directors of the Company.
 - a. Mrs. Bernice Izilen Okosun
 - b. Mrs. Ijeoma Pearl Okoro.
 - c. Mr. Temitope Borishade
 - d. Dr. Nkemakonam Chukwukaondinaka Okeke
3. To re-elect Director retiring by rotation.
 - a. Mr. Samuel Onukwue
4. To authorize Directors to fix the remuneration of the External Auditors of the Company.
5. To disclose the remuneration of the Managers of the Company.
6. To elect the Shareholder representatives of the Statutory Audit Committee.

SPECIAL BUSINESS

7. To consider and if thought fit, pass the following resolution as an Ordinary Resolution of the Company.
 - a. To approve the Director's Remuneration.
8. To consider and if thought fit, pass the following resolution as a Special Resolution of the Company
 - a. To Raise Capital in Compliance with the Nigerian Insurance Industry Reform Act 2025 (NIIRA 2025).
 - i. *"That pursuant to the provisions of the Nigerian Insurance Industry Reform Act 2025 (NIIRA 2025), recently assented to by the President of the Federal Republic of Nigeria on August 5,*



2025, and in the best interest of the Company to ensure compliance with statutory capital requirements and to strengthen its operational and financial capacity, the shareholders hereby authorize the Directors of the Company to take all necessary steps to increase the minimum share capital of the Company by way of private placement, rights issue, strategic equity investment, public offer, or any combination thereof, as the Directors may deem appropriate.”

ii. “That the Directors be and are hereby authorized to do all such acts, deeds, and things, and to approve, sign, and execute all documents as may be necessary or incidental to giving effect to the above resolution, subject to obtaining all requisite regulatory consents and approvals.”

iii. “That in accordance with the provisions of Section 261(1) of the Companies and Allied Matters Act, 2020 (as amended), the shareholders hereby expressly waive their right to receive 28 days’ notice for the consideration of this special business, having been duly informed and being satisfied that the matter is urgent and in the overall interest of the Company.”

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

Dated this 7th day of August 2025

BY ORDER OF THE BOARD

CHINENYE NWANKWO

Company Secretary

FRC/2021/002/0000002354



NOTES

1. VIRTUAL MEETING LINK

In accordance with the provisions of the Business Facilitation (Miscellaneous Provisions) Act 2022 which amended the provisions of Section 240(2) of the Companies and Allied Matters Act (CAMA) 2020 to enable public companies to conduct general meetings electronically, the 33rd Annual General Meeting of the Company will be held virtually. The virtual link for the AGM is <https://bit.ly/GIP67THAGM2024>. The AGM will also be streamed live online. This will enable shareholders and the other stakeholders to follow the proceedings. The link for AGM live streaming will also be made available on the Company's website at <https://www.guineainsurance.com>

2. CLOSURE OF REGISTER.

The register of Members will be closed on Monday, the 1st of September 2025, to enable the Registrars to prepare for the Annual General Meeting.

3. E- ANNUAL REPORT

The electronic version of the Annual Report is available at info@guineainsurance.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 it via email to info@guineainsurance.com.

4. 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

5. BIOGRAPHICAL DETAILS OF DIRECTORS:

The biographical details of newly elected Directors and Directors standing for re-election are provided on pages 25 and 26 in the Annual Report.

6. RIGHTS OF SECURITY HOLDERS TO ASK QUESTIONS

In compliance with Rule 19.12(c) of the Nigeria Exchange Limited (NGX) Rulebook, a member and other Security Holders of the Company have the right to ask questions not only at the Annual General Meeting, but also in writing before the Meeting, and such questions must be submitted at least one week before the meeting. Such Questions should



be addressed to the Company Secretary and reach the Company at its Head office or by electronic mail at cnwankwo@guineainsurance.com

7. **WEBSITE**

A copy of this notice, the virtual meeting link, and other information relating to the meeting can be found at <https://www.guineainsurance.com>

8. **LIVE STREAMING OF THE AGM**

The meeting will be streamed live online to enable shareholders, representatives of regulatory bodies, and other stakeholders to follow the proceedings online in real time. The link for the streaming of the meeting will be made available on the Company's website at <https://www.guineainsurance.com> and will be streamed live on the YouTube social media channel.