



NOTICE OF THE 33RD ANNUAL GENERAL MEETING OF MEMBERS OF SUNU ASSURANCES NIGERIA PLC

NOTICE IS HEREBY GIVEN that the thirty-third (33rd) annual general meeting (AGM) of members of SUNU Assurances Nigeria Plc (the "company") would hold by Proxy on Thursday, 30th July, 2020 at 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, CAP C.20, Laws of the Federation 2004 (CAMA) and the Listings Rules of the Nigerian Stock Exchange.

ORDINARY RESOLUTIONS:

1. to present 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, 2019.
2. to ratify the appointment of Mr. Karim-Franck Dione as non-executive director of the company in accordance with clause 78 of the company's MEMART.
3. to re-elect, by way of separate resolutions 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. Kyari Abba Bukar
 - b. Ms Taizir Ajala
 - c. Mr. Ibikunle Balogun
4. to elect members of the company's audit committee, to hold office until the end of the next AGM.
5. to authorize the Board to fix the remuneration of the external auditors for 2020 financial year.

SPECIAL RESOLUTION:

6. to approve the remuneration of directors of the company for 2020 financial year.

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 Timothy Adegboye | Lagos Zone Shareholders Association |
| d. Dr. Adelani Kehinde Oniwinde | Lagos Zone Shareholders Association |
| e. Chief Mathew Akinlade | President Nigerian Solidarity Shareholders Association |

To be valid, a proxy form must be completed and duly stamped by the Commissioner of Stamp Duties and emailed to info@edcregistrars.com or deposited at the registered office of the company's Registrar, **EDC 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.

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



2. CLOSURE OF REGISTER OF MEMBERS/TRANSFER BOOKS

The register of members and transfer books of the company would be closed from Monday, 13th July to Thursday, 30th July, 2020 (both dates inclusive) to enable the Registrars to make necessary preparations for the AGM.

3. UNCLAIMED DIVIDEND WARRANTS

Members are hereby informed that some dividend warrants were returned to the Registrars as unclaimed, while some have neither been presented for payments nor returned to the Registrars for validation.

Affected members are by this Notice advised to contact the Registrars (EDC Registrars) for resolution of such matters.

4. AUDIT COMMITTEE

In accordance with Section 359(5) of CAMA, 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.

5. RE-ELECTION OF DIRECTORS

In accordance with the provisions of the company's MEMART, Mr. Kyari Abba Bukar, Ms Taizir Ajala and Mr. Ibikunle Balogun would retire by rotation as non-executive directors and being eligible have indicated their intention to be re-elected.

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 Stock Exchange. 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.

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. WEBSITE

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

Dated this Monday, 29th June, 2020.

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read "John Nkemakonam Akujieze".

JOHN NKEMAKONAM AKUJIEZE
COMPANY SECRETARY
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