



NOTICE OF THE 37TH ANNUAL GENERAL MEETING OF MEMBERS OF SUNU ASSURANCES NIGERIA PLC

NOTICE IS HEREBY GIVEN that the Thirty-Seventh (37th) Annual General Meeting (AGM) of Members of SUNU Assurances Nigeria Plc (“the Company”) will be held on **Thursday 15th August 2024**, at **BWC Hotel, Plot 1228 Ahmadu Bello Way, Victoria Island, Lagos State** by 10:00 a.m for the purpose of considering and, if deemed fit, to pass and approve, with or without modification, the ordinary 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:

- To lay before Shareholders, 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 2023.
- To declare a dividend
- To re-elect the following persons, who would retire as Non-Executive Directors by rotation in accordance with clause 92 of the Company’s Articles of Associations:
 - Mr. Mohamed Bah
 - Hajia Taizir Ajala
- To ratify the appointment of the following director as Executive Director:
 - Mr. Elie Ogounigni
- To authorize the Board of Directors to fix the remuneration of the external auditors.
- To disclose the remuneration of Managers of the company.
- To elect Shareholders representatives of the audit committee to hold office until the end of the next Annual General Meeting.

SPECIAL BUSINESS:

- To approve the remuneration of non-executive directors.
- To consider and if thought fit, pass the following as an ordinary resolution:

That in compliance with Rule 20.8(a) of the Nigerian Exchange Limited governing transactions with Related entities or interested Persons, the Company be and is hereby granted a General Mandate to enter into recurrent 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. This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting is held.
- 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.

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 stead. Such proxy need not be a member of the Company.

For a proxy to be valid and recognised at the meeting, 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 will be closed from **Monday 15th July to Friday 19th July 2024** (both dates inclusive) to enable the Registrars update the Register of members and other preparations necessary for the Annual General Meeting.

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 Annual General Meeting.

CAMA 2020 provides that all members of the Statutory Audit Committee shall be financially literate and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly.

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. Mohamed Bah and Hajia Taizir Ajala would retire by rotation as Non-Executive Directors and being eligible have indicated their intention to be re-elected. Their profiles are contained in the annual report and can be assessed on the Company’s website.

5. UNCLAIMED DIVIDEND

All Shareholders are hereby informed that the Registrar of the Company (Crescent Registrars Limited) is holding Unclaimed Dividends for Shareholders who are yet to mandate their Share accounts in line with the Securities and Exchange Commission’s directive that payment of dividends shall be done electronically.

All Shareholders are therefore encouraged to complete the e-dividend Mandate Form contained in the Annual Report to ensure that all outstanding dividends are paid electronically.

6. 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 Friday 12th July 2024 will be credited on Monday 19th August 2024.

7. ELECTRONIC ANNUAL REPORT

The electronic version of the Annual report is available on the Company’s website at www.sunu-group.com and will be sent to Shareholders who have provided their e-mail addresses to the Registrars.

8. GENERAL MANDATE

In line with the Nigerian Exchange Limited (“NGX”) Rules in Transactions with Related Parties, the company is required to seek the Shareholders approval for a general mandate on Item 9 of the agenda above. This mandate shall commence on the date this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held.

9. MEMBERS’ RIGHT TO ASK QUESTIONS

Members reserve the right to ask questions at the Annual General Meeting. 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 no later than 7 days before the date of the Annual General Meeting.

10. 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.

11. LIVE STREAMING OF ANNUAL GENERAL MEETING

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

12. 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 Tuesday 23rd July 2024

BY ORDER OF THE BOARD

TAIWO OLUBUNMI KUKU
COMPANY SECRETARY/HEAD LEGAL
FRC/2013/NBA/00000002571
PLOT 1196, BISHOP OLUWOLE STREET,
VICTORIA ISLAND, LAGOS.