

NOTICE OF ANNUAL GENERAL MEETING



Cornerstone
The future. Assured

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of Cornerstone Insurance PLC (the Company) will hold at the Agip Recital Hall, MUSON Centre, Onikan, Lagos on Wednesday, 21st August, 2019 at 11.00 am to transact the following businesses:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the year ended 31st December, 2018 together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To elect and re-elect Directors.
3. To authorise the Directors to fix the remuneration of the Auditors.
4. To elect shareholders' representatives to the Audit Committee.

SPECIAL BUSINESS

5. That pursuant to the provisions of the Companies and Allied Matters Act, Cap C20 Laws of the Federation of Nigeria 2004 (CAMA), the Investment and Securities Act, 2007 (ISA) and subject to the approval of the Securities and Exchange Commission, and other relevant regulatory approvals:
 - 5.1 "The Directors be and are hereby authorised to raise additional capital of up to Ten Billion Naira (NGN10,000,000,000.00), through the issuance of any form of equity instrument(s), whether by way of public offering, private placement, rights issue or other methods they deem fit, with or without preferential allotments, either locally or internationally, at such dates and on such terms and conditions as shall be determined by the Directors.
 - 5.2 "The Directors be and are hereby authorised to consider as an alternative or in addition to any of the methods in paragraph 5.1 above and if thought fit, to raise the said amount through the issuance of convertible or non-convertible loans, and/or any other instruments either as a standalone issue or by way of a programme, in such tranches, series or proportions, at such coupon or interest rates, within such maturity periods, and on such terms and conditions as may be determined by the Directors."
 - 5.3 In the event of an under-subscription where capital is raised through rights issue pursuant to paragraph (5.1 and 5.2) above, the members hereby waive their pre-emptive rights to any unsubscribed shares under the rights issue and the Directors be and are hereby authorised to issue such shares to interested purchasers, as far as practicable and at such price and on such other terms and conditions as the Directors may deem fit.
 - 5.4 In the event of an over-subscription of shares or debenture stock in an issue to the public, the Directors be and are hereby authorised to capitalize the excess funds to the extent permitted by the relevant regulatory authorities and to allot the additional shares or stock in a manner deemed fit by them, provided that such allotment can be accommodated by the Company's unissued share capital.
 - 5.5 The Directors be and are hereby authorised to utilize the proceeds of the capital raise towards such lawful purpose(s) of the Company as they may consider appropriate.
- 6 That pursuant to Section 102 of CAMA and the Directors having so recommended:
"The Authorised Share Capital of the Company be and is hereby increased from Seven Billion, Five Hundred Million Naira (NGN7,500,000,000.00) divided into Fifteen Billion (15,000,000,000) ordinary shares of Fifty Kobo (NGN0.50k) each to Twenty Billion Naira (NGN20,000,000,000.00) divided into Forty Billion (40,000,000,000) ordinary shares of Fifty Kobo (NGN0.50k) each by the creation of additional Twenty Five Billion (25,000,000,000) ordinary shares of Fifty Kobo (NGN0.50k) each, such new shares ranking pari passu in all respects with the existing ordinary shares in the share capital of the Company."
- 7 That the Directors be and are hereby authorised to register the increase in share capital with the Corporate Affairs Commission in one or more tranches, series or proportions, and on such terms and conditions and in such circumstances as may be required of or determined by the Directors, provided that the total authorised share capital does not exceed Forty Billion (40,000,000,000) ordinary shares of Fifty Kobo (NGN0.50k) each.
- 8 That pursuant to Section 45(4) of the Companies and Allied Matters Act (CAMA), Cap C20 Laws of the Federation of Nigeria 2004, Clause 6 of the Company's Memorandum of Association be amended to reflect the new authorised share capital of the Company.
- 9 That the Directors be and are hereby authorised to do all acts and things and to approve, sign and/or execute all documents, appoint such professional parties and advisers, seek approval and comply with the directives of the relevant regulatory authorities, perform all such other acts and do all such other things as may be necessary or incidental to, or deemed appropriate to giving effect to the above resolutions without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given approval thereto expressly by the authority of the above resolutions.
- 10 That all acts carried out by the Directors and/or Management of the Company in connection with the above are hereby approved and ratified.
- 11 To consider and if thought fit, pass the following resolutions as ordinary resolutions:
 - 11.1 "That in compliance with section 5.07 (IV) of the Code of Good Corporate Governance (2009) issued by the National Insurance Commission, the firm of DCSL Corporate Services Limited (DCSL) be and are hereby appointed as External Consultant to conduct the Company's Board Performance Appraisal for the year ended 31st December, 2018."*

- 11.2 "That in compliance with the rules of the Nigerian Stock Exchange governing transactions with related parties or interested parties, the General Mandate given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, including the procurement of goods and services, on normal commercial terms be and is hereby renewed."

NOTES

1 PROXY

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. A form of proxy is attached to the Annual Report and if intended to be used, it must be executed and returned to the office of the Registrars, Lighthouse Registrars Limited, Kingsway Building (3rd Floor) 2/4, Davies Street, Lagos, +2348087901770 or the office of the Company Secretary, PAC Solicitors, 16, Kofo Abayomi Street, Victoria Island, Lagos, not later than 48 hours before the time fixed for the meeting.

2 CLOSURE OF REGISTER OF MEMBERS AND TRANSFER BOOKS

The Register of Members and Transfer Books of the Company will be closed from 3rd to 7th August, 2019 (both days inclusive) to enable the Registrar update the Register of members.

3 NOMINATIONS TO THE AUDIT COMMITTEE

3.1 Pursuant to Section 359 (5) of the Companies and Allied Matters Act 2004, any Shareholder may nominate another shareholder for appointment to the 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.

3.2 The Code of Corporate Governance for Public Companies issued by the Securities and Exchange Commission requires members of the Audit Committee to be financially literate and able to read financial statements. We therefore request that all nominations to the Audit Committee should be accompanied by the Curriculum Vitae of the Nominees.

4 UNCLAIMED SHARE CERTIFICATES AND DIVIDEND WARRANTS

A significant quantity of Share Certificates and Dividend Warrants have been returned to the Registrars as unclaimed. Some Dividend Warrants have neither been presented to the Bank for payment nor to the Registrar for revalidation.

Affected shareholders are by this notice advised to please contact the Company's Registrars, Lighthouse Registrars Limited at the address or phone number stated above.

5 ELECTION AND RE-ELECTION OF DIRECTORS

5.1 Election of Director

To elect Mr. Chidiebere Nwokeocha as an Executive Director with effect from 24th October, 2018. His profile is contained in the Annual Report and Accounts.

5.2 Re-Election of Directors

Pursuant to Section 259 (1) of the Companies and Allied Matters Act CAP C20, LFN, 2004, the Directors to retire by rotation are Mr. Segun Adebajji, Mr. Ekwunife Okoli and Mr. Anthony Egbuna. Their profiles are contained in the Annual Reports and Accounts and are also available for viewing at www.cornerstone.com.ng

6 RIGHT OF SECURITIES' HOLDERS TO ASK QUESTIONS

Every member attending the meeting has the right to ask questions at the meeting and also in writing prior to the meeting. Any questions to be asked prior to the meeting must reach the Company not later than 48 hours before the time fixed for the meeting.

7 WEBSITE

A copy of this Notice and other information relating to the meeting can be accessed via the Company's website at www.cornerstone.com.nga

8 E-REPORT

To further improve the efficiency and delivery of our Annual Report, an electronic copy is now available for download at our website. To receive a copy via email, kindly send an email to brand@cornerstone.com.ng or legal@cornerstone.com.ng

Dated this 22nd day of July, 2019

By Order Of the Board

Chidinma Onwubere

PAC Solicitors (Company Secretary)

FRC/2015/NBA/00000011359

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Victoria Island, Lagos

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