



# NOTICE OF ANNUAL GENERAL MEETING

Lagos, 28th August 2018

**NOTICE IS HEREBY GIVEN** that the **Twenty Sixth Annual General Meeting** of **Cornerstone Insurance PLC (the Company)** will hold at the **Agip Recital Hall, MUSON Centre, Onikan, Lagos on Thursday, 27th September, 2018 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, 2017 together with the Reports of the Directors, Auditors and Audit Committee thereon;
2. To re-elect retiring 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. To consider and if thought fit, pass the following as an ordinary resolution:

*"That in compliance with the rules of The Nigerian Stock Exchange governing transactions with related 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."*

## PROXY

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his or 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 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.

## NOTES

### 1. 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 September, 2018 (both days inclusive) to enable the Registrar update the Register of members.

### 2. AUDIT COMMITTEE

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

### 3. UNCLAIMED SHARE CERTIFICATES AND DIVIDEND WARRANTS

Shareholders are hereby informed that a sizeable 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 members are by this notice advised to contact the Registrars, Lighthouse Registrars Limited, Kingsway Building (3rd Floor) 2/4, Davies Street, Lagos (+234 902 004 8668) or the Company Secretary, PAC Solicitors, 16, Kofo Abayomi Street, Victoria Island, Lagos.

### 4. RE-ELECTION OF RETIRING 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. Ganiyu Musa, Mr. Tokunbo Bello and Ms. Elizabeth Amadiume.

Their profiles are contained in the Annual Reports and Accounts and are also available for viewing at [www.cornerstone.com.ng](http://www.cornerstone.com.ng).

### 5. RIGHT OF SECURITIES' HOLDERS TO ASK QUESTIONS

Any member attending the meeting has the right to ask questions at the meeting and 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.

### 6. 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.ng](http://www.cornerstone.com.ng).

Dated this, 28th August, 2018.

By Order Of the Board

**Elizabeth I. Uba-Onubogu**  
PAC Solicitors (Company Secretary)  
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