



## UNIVERSAL INSURANCE PLC.

RC 2460

HEAD OFFICE:

8, Gbagada Expressway, Anthony, Lagos State, Nigeria.

01-2934645.

info@universalinsuranceplc.com

www.universalinsuranceplc.com

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### NOTICE OF 52<sup>ND</sup> ANNUAL GENERAL MEETING UNIVERSAL INSURANCE PLC {RC No. 2460}

**NOTICE IS HEREBY GIVEN THAT** the 52<sup>nd</sup> Annual General Meeting of **THE UNIVERSAL INSURANCE PLC.** will be held at Radisson Hotel, Ikeja, Lagos on **Thursday the 13<sup>th</sup> Day of October 2022 at 9.00 a.m.** prompt to transact the following business:

#### Ordinary Business:

1. To lay before the Members, the Report of the Directors and the Audited Financial Statements together with the Auditors and Audit Committee Reports for the year ended 31<sup>st</sup> December 2021.
2. To authorize the Directors to appoint External Auditors.
3. To authorize the Directors to fix the remuneration of the Auditors.
4. To re-elect **Mr. Jasper Nduagwuike** as a Director.
5. To ratify the appointment of **MRS. OLUFUNMILAYO ADEBUSOLA BALOGUN** as a Director.
6. To elect members of the Audit Committee.
7. To disclose the remuneration of Managers of the company in compliance with Section 257 of CAMA 2020.

#### Notes:

- **Compliance with Covid-19 Related Directives and Guidelines:** The Federal Government of Nigeria, State Government, Health Authorities and Regulatory Agencies have issued a number of guidelines and directives aimed at curbing the spread of COVID-19 in Nigeria. Particularly, the Lagos State Government prohibited the gathering of more than 50 people while the Corporate Affairs Commission (CAC) issued Guidelines on Holding AGM of Public Companies by Proxy. The convening and conduct of the AGM shall be done in compliance with these directives and guidelines.
- **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 for this meeting, a Proxy Form must be completed and emailed to [info@carnationregistrars.com](mailto:info@carnationregistrars.com) or deposited at the office of the Registrars, Carnation Registrars Limited, 2, Gbagada Expressway, Anthony, 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.universalinsuranceplc.com](http://www.universalinsuranceplc.com).



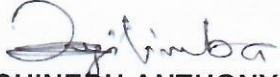
- **Attendance by Proxy:** In line with CAC Guidelines, attendance at the AGM shall be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:
  - Mr. Jasper Nduagwuike (NED)
  - Mr. Ben Ujoatuonu (MD/CEO)
  - Chinedu Onyilimba, Esq. (Company Secretary)
  - Sir. Sunny Nwosu (Shareholder)
  - Mr. Kenneth Nnabuike (Shareholder)
  - Mrs. Bisi Bakare (Shareholder)
  - Mr. Moses Igbrude (Shareholder)
  - Prince Anthony O. Omojola (Shareholder)
  - Mr. Michael Obinna Nwosu (Shareholder)
  - Mr. Wahab Ajani (Shareholder)
  - Mrs. Mary Joke Shofolahan (Shareholder)
- **Stamping of Proxy:** The Company has made arrangement at its cost, for the stamping of the duly completed and signed Proxy Forms submitted to the Company's Registrars within the stipulated time.
- **Online Streaming of AGM:** The AGM will be streamed live online. This will enable Shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM online live streaming will be made available on the Company's website at [www.universalinsuranceplc.com](http://www.universalinsuranceplc.com).
- **Closure of Register and Transfer Books:** The Register of Members shall be closed from 26<sup>th</sup> September to 29<sup>th</sup> September, 2022, (both days inclusive) for the purpose of updating the Register of Members.
- **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 [Chinedu.onyilimba@universalinsuranceplc.com](mailto:Chinedu.onyilimba@universalinsuranceplc.com).
- **Re-election of Mr. Jasper Nduagwuike as a Director:** In accordance with Section 285(1) of the Companies and Allied Matters Act, 2020 **Mr. Jasper Nduagwuike** will retire by rotation and being eligible, offers himself for re-election. His profile is contained in the Annual Report and also on the Company's website.
- **Ratification of Mrs. Olufunmilayo Adebunola Balogun as a Director:** In accordance with Section 274(1) & (2) of the Companies and Allied Matters Act, 2020, The Board of Directors appointed Mrs. Balogun as a Non-Executive Director to fill the casual vacancy that arose as a result of the resignation of Directors.
- **Rights of Security Holders to Ask Questions:** Pursuant to Rule 19.12(c) of the Nigerian Exchange Limited's Rulebook 2015, it is the right of every Shareholder to ask questions not only at the Annual General Meeting, but also in writing prior to the Meeting, and such questions must be submitted at least one week before the meeting. Kindly send all questions to [info@universalinsuranceplc.com](mailto:info@universalinsuranceplc.com).
- **E-Annual Report:** The electronic version of the annual report (e-annual report) can be downloaded from the Company's website [www.universalinsuranceplc.com](http://www.universalinsuranceplc.com). The e-annual report will be emailed to shareholders who have provided their email addresses to the

Registrars. Shareholders who wish to receive the e-annual report are kindly requested to send an email to [info@universalinsuranceplc.com](mailto:info@universalinsuranceplc.com).

- **Website:** A copy of this Notice and other information relating to the meeting can be found on the Company's website at [www.universalinsuranceplc.com](http://www.universalinsuranceplc.com).

**Dated This 7<sup>th</sup> day of September, 2022**

**BY ORDER OF THE BOARD**



**CHINEDU ANTHONY ONYILIMBA, ESQ.  
COMPANY SECRETARY  
FRC/2016/NBA/00000015776**