

**NOTICE OF 30<sup>TH</sup> ANNUAL-GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 30<sup>th</sup> Annual General Meeting of LINKAGE ASSURANCE PLC will hold on Wednesday, 31<sup>st</sup> July 2024 at, AGIP RECITAL HALL, MUSON CENTRE 8/9 Marina, Onikan, Lagos by 10:00 am to transact the following business:

**ORDINARY BUSINESS**

1. To receive and consider the Audited Financial Statements for the year ended 31 December 2023 together with the Reports of the Directors, Auditors, Audit Committee, and the Board Appraisal Report.
2. To declare Dividend.
3. To re-elect the following Directors retiring by Rotation:
  - i. Mr. Maxwell Ebibai
  - ii. Mrs. Funkazi Koroye-Crooks
4. To authorize the Directors to fix the remuneration of the Auditors.
5. Disclosure of the remuneration of Managers of the Company.
6. To elect members of the Statutory Audit Committee.

**Special Business**

**To consider and if thought fit to pass the following Ordinary Resolutions:**

1. That the remuneration of the Directors of the Company for the year ending December 31, 2023, be and is hereby fixed at N20m only.
2. To appoint the Society for Corporate Governance Nigeria as Board Evaluation Consultant.
3. That in accordance with the recommendation of the Directors, the sum of N700,000,000.00 (Seven Hundred Million Naira) of the Company's Retained Earning be and hereby capitalized for bonus issue. The said N700,000,000.00 (Seven Hundred Million Naira) divided into 1,400,000,000 (One Billion Four Hundred Million) ordinary shares of 50k each, be appropriated to the members whose names appear in the Register of members at the close of business on the of 12<sup>th</sup> of July, 2024, in the proportion of one (1) share for every Ten (10) shares registered in such member's name on that date, subject to the approval of the appropriate regulatory authorities, the shares so distributed being treated for all purposes as capital and not income, ranking pari passu with the existing shares issued pursuant to this resolution.
4. That for the purpose of the Bonus shares, the Share Capital of the Company be and is hereby increased from N7, 000,000,000 (Seven Billion Naira) to N7,700,000,000 (Seven Billion Seven Hundred Million Naira) by the creation and addition thereto, of 1, 400,000,000 (One Billion Four Hundred Million ) Ordinary Shares of 50 kobo each, such new shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
5. That Clause 6 of the Memorandum of Association and Article 6 of the Articles of Association of the Company be and are hereby amended to reflect the new share capital of N7,700,000,000 (Seven Billion Seven Hundred Million Naira) divided into 15, 400,000,000 (Fifteen Billion Four Hundred Million) Ordinary shares of 50 kobo each.

**6. To consider and if thought fit, pass the following as special resolutions:**

That the Articles of Association of the Company be amended by insertion of a new Clause 55 (a) and (b) to read as follows:

- a. The Annual General Meeting or any other General Meeting of the Company may hold electronically by means of a tele-conference, videoconference, or other electronic/virtual communication means, which allows all those participating in the meeting to hear and speak to one another. (This is pursuant to provisions of Section 240 (2) of the Companies and Allied Matters Act, 2020, as amended by Section 11 of the Business Facilitation (Miscellaneous Provisions) Act 2022).
- b. A member of the Company or Proxy may participate in any general meeting via teleconference, video conference, and any other technological means that allows the participating member to hear and be heard. Any person so participating in person or by proxy shall be deemed to be present in person at the meeting and shall be entitled to vote via any electronic/virtual channel provided by the Company.

**PROXY**

A member of the Company entitled to attend and vote at the Annual General Meeting can appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.

A proxy form is enclosed in the Annual Report. For the instrument of proxy to be valid, it must be completed, duly stamped for the purposes of this meeting. Duly completed proxy forms which must be deposited at the office of the Registrar, Apel Capital Registrars Ltd, 8, Alhaji Bashorun Street, off Norman Williams Crescent Ikoyi, Lagos or registrars@apel.com.ng or the Registered Office of the Company, Linkage Plaza, Plot 20, Block 94, Providence Street, Off Adewunmi Adebimpe Lekki Phase 1, Lagos not less than forty-eight hours before the time of the meeting.

**(a) CLOSURE OF REGISTER**

The Register of members will be closed from 15<sup>th</sup> of July 2024 to 19<sup>th</sup> of July 2024 both days inclusive for the purpose of dividend and bonus issue and to update the Register of Members. The qualification date for Bonus and dividend is Friday, 12<sup>th</sup> July 2024.

**UNCLAIMED DIVIDEND**

Shareholders are hereby informed that some dividends have remained unclaimed and returned to the Registrar. The list of such unclaimed dividends is available here: [https://www.linkageassurance.com/wpcontent/uploads/2024/07/Linkage\\_Assurance\\_Plc\\_Unclaimed-Dividend\\_List.pdf](https://www.linkageassurance.com/wpcontent/uploads/2024/07/Linkage_Assurance_Plc_Unclaimed-Dividend_List.pdf). The affected shareholders are advised to contact the Registrars, **Apel Capital Registrars Limited 8, Alhaji Bashorun Street off Norman Williams Crescent South-West Ikoyi Lagos** to resolve any issue they may have with claiming their dividends.

**DIVIDEND PAYMENT**

If the dividend recommended by the Directors is approved at the meeting, the warrants, or accounts of shareholders with the appropriate e-dividend mandate, will be posted/credited on the 31<sup>st</sup> of July 2024 to shareholders whose names appear on the register of shareholders at the close of business on the 12<sup>th</sup> of July 2024

**(b) AUDIT COMMITTEE**

In accordance with Section 404 (6) of Companies and Allied Matters Act, 2020, any member may nominate a shareholder for appointment to the Audit Committee. Such nomination should be in writing and must reach the Company Secretary not less than 21 days before the meeting. The National Insurance Commission Guideline on Corporate Governance states that some of the members of Audit Committee should have knowledge of accounting, financial analysis, and financial reporting.

Section 404 (5) of the Companies and Allied Matters Act 2020 provides that all the members of the Audit Committee shall be financially literate and at least one (1) member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. The Nigerian Code of Corporate Governance issued by the Financial Reporting Council of Nigeria also provides that members of the Audit Committee should be financially literate and able to read and interpret financial statements.

**(c) WEBSITE**

A copy of this Notice and other information relating to the meeting can be found on our website at <http://www.linkageassurance.com>. Responses can also be sent through our email address: [info@linkageassurance.com](mailto:info@linkageassurance.com)

**(d) RIGHTS OF SECURITIES' HOLDERS TO ASK QUESTIONS**

Securities Holders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such questions must be submitted to the Company not later than seven (7) days to the Meeting.

**REGISTERED OFFICE**

Linkage Plaza  
Plot 20, Block 94, Providence Street,  
Off Adewunmi Adebimpe Lekki  
Phase 1, Lagos  
P.O. Box 74175  
Victoria Island  
Lagos

Dated this 24<sup>th</sup> Day of June 2024

**BY ORDER OF THE BOARD**

**MOSES OMOROGBE**  
Company Secretary  
FRC/2017/NBA/00000017141