

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 31st Annual General Meeting of LINKAGE ASSURANCE PLC will be held on Thursday, 31st July 2025 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 2024, together with the Reports of the Directors, Auditors, Audit Committee, and the Board Appraisal Report.
2. (a) To re-elect the following Director retiring by Rotation:
 - i. Mr. Pius Otia
- (b) To ratify the appointment of Mrs. Olayimika Phillips as Independent Non-Executive Director.
3. To ratify the appointment of Messrs. KPMG as the external auditor of the Company.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. Disclosure of the remuneration of the 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, 2025, be and is hereby fixed at N30m only.
2. To appoint the Society for Corporate Governance Nigeria as a Board Evaluation Consultant.
3. That in accordance with the recommendation of the Directors, the sum of N1,540,000,000.00 (One Billion Five Hundred and Forty Million Naira) of the Company's Retained Earnings be and hereby capitalized for bonus issue. The said N1,540,000,000.00 (One Billion Five Hundred and Forty Million Naira) divided into 3,080,000,000 (Three Billion Eighty 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 11th of July, 2025, in the proportion of one (1) share for every five(5) 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, 700,000,000 (Seven Billion Seven Hundred Million Naira) to N9,240,000,000 (Nine Billion Two Hundred and Forty Million Naira) by the creation and addition thereto, of 3, 080,000,000 (Three Billion Eighty 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 N9,240,000,000 (Nine Billion Two Hundred and Forty Million Naira) divided into 18, 480,000,000 (Eighteen Billion Four Hundred and Eighty Million) Ordinary shares of 50 kobo each.

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 and 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 July 14th to 18th, 2025, both days inclusive, for the purposes of the bonus issue and to update the Register of Members. The qualification date for the Bonus is Friday, July 11th, 2025.

(b) AUDIT COMMITTEE

In accordance with Section 404 (6) of the 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 at least 21 days before the meeting. The National Insurance Commission Guideline on Corporate Governance states that some of the members of the 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

(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 before 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 16th Day of June 2025

BY ORDER OF THE BOARD



MOSES OMOROGBE
Company Secretary
FRC/2017/NBA/00000017141