



# PRESTIGE ASSURANCE PLC

RC: 6753

A Subsidiary Company of The New India Assurance Co. Ltd. (Mumbai,) India

HEAD OFFICE: 19, Ligali Ayorinde Street, Victoria Island P.O. Box 650, Marina, Lagos, Nigeria

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E-mail: info@prestigeassuranceplc.com Website: www.prestigeassuranceplc.com

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extra Ordinary General Meeting of Prestige Assurance Plc will hold at the RADISSON BLU Anchorage Hotel, No. 1a, Ozumba Mbadiwe Road, Victoria Island, Lagos, Nigeria on Thursday, 24<sup>th</sup> November 2022 at 10am to transact the following businesses:

### SPECIAL BUSINESS

1. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

- 1.1 "That pursuant to the proposals of the Directors in compliance with Section 124 of the Companies and Allied Matters Act (CAMA) 2020 and the Companies Regulations 2021, the shareholders hereby authorise and approve the cancellation of 6,747,438,112 units of the unissued ordinary shares of the Company".
- 1.2 "That the Directors be and are hereby authorised to enter into and execute agreements, deeds, notices and all relevant documents, take all such lawful steps as may be required, by statute and/or regulations, give such directions as may be necessary or incidental, and appoint such professional parties, consultants and advisers as may be required, to comply with the directives of the regulatory authorities".

2. To consider and if thought fit, to pass the following resolution as a Special Resolution:

- a. "That pursuant to the cancellation of all the unissued shares in the share capital of the Company in accordance with resolution 1 above, Clause 6 of the Memorandum of Association of the Company be and is hereby deleted in its entirety and replaced with the following:  
"The Share Capital of the Company is ₦6,626,280,944 divided into 13,252,561,888 ordinary shares of 50 Kobo each"
- b. That pursuant to the cancellation of all the unissued shares in the share capital of the Company in accordance with resolution 1 above, Article 3 of the Articles of Association of the Company be amended as necessary to reference only the issued shares in the share capital of the Company to read:  
"The Share Capital of the Company is ₦6,626,280,944 divided into 13,252,561,888 ordinary shares of 50 Kobo each"
- c. "That the sections of the repealed CAMA 1990 cited in the Memorandum and Articles of Association of the Company be and are hereby replaced with the relevant sections in the CAMA 2020".
- d. "That the Directors be and are hereby authorised to do all such acts, deeds, matters and things as the Board may deem necessary to give effect to the aforementioned resolutions of the Company".

Dated this 27<sup>th</sup> day of October, 2022.

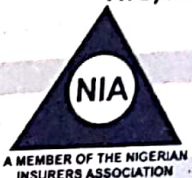
By Order of the Board.

**MRS CHIDINMA IBE-LOUIS**  
Company Secretary  
FRC/2021/002/000000/23803

Authorised and Regulated by the National Insurance Commission RIC - 033

#### Directors:

Dr. Doyin Salami (Chairman), Mr. Atul Sahai (Indian) Sir Muftau Oyegunle, Mrs. Rekha Gopalkrishnan (Indian)  
Mrs. Funmi Oyetunji, Mr. Vadlamudi Raja (Indian) (E.D.) Mr. Rajesh Kamble (Indian) (Managing Director)



## NOTES

### 1. PROXY

A member entitled to attend, and vote 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. To be valid, a proxy form must be completed and duly stamped by the Commissioner of Stamp Duties and returned to the Registrar, First Registrar Investor Services Limited, 2, Abebe Village, Iganmu, Lagos, Nigeria, not less than 48 hours before the fixed time of the meeting.

### 2. CLOSURE OF REGISTER OF MEMBERS

The Register of Members and Transfer Books of the Company will be closed from Monday 21<sup>st</sup> November to Wednesday 23<sup>rd</sup> November, 2022 (both days inclusive) for the purpose of updating the Register of Members.

### 3. WEBSITE

A copy of this Notice and other information relating to the meeting can be found at [www.prestigeassuranceplc.com](http://www.prestigeassuranceplc.com)

### 4. RIGHT OF SECURITY HOLDERS TO ASK QUESTIONS

Securities holders have the right to ask questions at the Extra-Ordinary General Meeting and may also submit written questions to the Company prior to the meeting. Such questions should be sent by electronic mail to [info@prestigeassuranceplc.com](mailto:info@prestigeassuranceplc.com) or addressed to the Company Secretary and delivered to The Company Secretariat, Prestige Assurance Plc, No. 19, Ligali Ayorinde Street, Victoria Island, Lagos on or before 21<sup>st</sup> November, 2022.