

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Seventh (47th) Annual General Meeting (“AGM”) of the members of VERITAS KAPITAL ASSURANCE PLC (“the Company”) will be held on the 17th of September 2024 at Veritas Kapital Assurance Plc, Plot 497 Abogo Largema Street, Off Constitutional Avenue, Abuja-FCT by 11:00 am to transact the following:

ORDINARY BUSINESS

1. To lay before the members, the Audited Financial Statements of the Company for the year ended December 31, 2023, together with the Reports of the Directors, Auditors, and Audit Committee thereon.
2. To authorize the Directors to fix the remuneration of the External Auditors, Messrs Ernst and Young.
3. To elect members of the Statutory Audit Committee.
4. To re-elect the following Directors retiring by rotation and being eligible, have offered themselves for re-election:
 - a. Mr. Paul Oki
 - b. Mr. Emmanuel Etuh
 - c. Mr. Aminu Babangida
5. To disclose the remuneration of Managers of the Company.

SPECIAL BUSINESS

6. To approve the remuneration of the Non-Executive Directors of the Company for the year ending December 31, 2024.
7. To appoint Planet Governance Advisory Limited as Board Evaluation Consultant.

Dated this 26th day of August 2024

BY THE ORDER OF THE BOARD



SARATU UMAR GARBA

Company Secretary

FRC/2019/PRO/NBA/004/00000019159

BOARD OF DIRECTORS

Non-Executive Directors:

Nahim Abé Ibraheem (Chairman)
Priya Heal
Yabawa Lawan Wabi, mni
Aminu Babangida
Oluwafunsho Obasanjo
Emmanuel Etuh
Paul Oki (*Independent Non-Executive Director*)

Executive Directors

Dr. Adaobi Nwaku (MD/CEO)
Sunkanmi Adekeye (Executive Director)



VERITAS KAPITAL ASSURANCE PLC
Head Office: Plot 497 Abogo Largema Street,
Off Constitution Avenue, CBD, Abuja.
Lagos Office: Plot 173 Gbagada/Oshodi Expressway,
Opposite UPS Express Office, Gbagada Lagos
+234 (0) 700-100-0500 +234 (09)-461 9900
www.veritaskapital.com
Authorized & Regulated by NAICOM RIC -022

NOTES

1. PROXY

A member of the Company entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy in his/her stead. A proxy need not be a member of the Company. A proxy form is attached at the end of the Annual Report. For the appointment to be valid, all valid instruments of proxy should be completed, duly stamped at the Stamp Duties Office, and deposited at the registered office of the Company, or office of the Registrars, Unity Registrars Limited, No 25 Ogunlana Drive, Surulere, Lagos not more than 48 hours before the time of the meeting, or through the following email address: info@unityregistrarsng.com.

2. STAMPING OF PROXY FORM

The Company has made arrangements at its cost for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

3. AUDIT COMMITTEE

In accordance with Section 404(3) of the Companies and Allied Matters Act 2020, the Audit Committee shall consist of five members comprising of three Shareholders and two Non-Executive Directors. Section 404(6) of the Act also provides that any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one days before the Annual General Meeting.

The Financial Reporting Council's Nigerian Code of Corporate Governance provides that all members of the Audit Committee should be financially literate and be able to read and understand financial statements. Consequently, a detailed curriculum vitae confirming the nominee's qualification should be submitted with each nomination.

We, therefore, request that nominations be accompanied by a copy of the nominee's curriculum vitae.

4. RE-ELECTION OF DIRECTORS

In accordance with Section 285(1) of the Companies and Allied Matters Act, 2020, the Directors to retire by rotation are **Mr. Paul Oki, Mr. Emmanuel Etuh, and Mr. Aminu Babangida**, and have also offered themselves for re-election.

Their profiles alongside the other Directors are contained in this Annual Report and also available on the Company's website at www.veritaskapital.com.

5. SHAREHOLDERS' RIGHT TO ASK QUESTIONS

Any member attending the meeting reserves the right to ask questions not only at the meeting but also, in writing before the meeting. Any question, observation, or comment should be forwarded to the Company Secretariat, Veritas Kapital Assurance Plc, Plot 497 Abogo Largema Street, Off Constitutional Avenue, CBD, Abuja, not later than 7 days before the time fixed for the meeting.

6. E-DIVIDEND MANDATE

Shareholders who are yet to complete the E-Dividend Form or who need to update their records and relevant bank accounts are urged to complete the e-dividend Form which can be detached/downloaded from the Annual Report and Accounts as well as from the website of the Company www.veritaskapital.com or that of the Registrar, www.unityregistrarsng.com. The duly completed form should be returned to Unity Registrars Limited, 25 Ogunlana Drive, Surulere, Lagos, or via email info@unityregistrarsng.com.

7. UNCLAIMED DIVIDEND AND SHARE CERTIFICATES

Shareholders are hereby informed that some Dividends have remained unclaimed and returned to the Registrars Unity Registrars Limited, No. 25 Ogunlana Drive, Surulere, Lagos, or via email to info@unityregistrarsng.com.

8. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 11th September - 15th September 2024 (both days inclusive).

9. ELECTRONIC ANNUAL REPORT

The electronic version of the Annual Report is available at www.veritaskapital.com.

Shareholders who have provided their email addresses to the Registrars will receive the electronic version of the Annual Report via e-mail. Furthermore, shareholders who are interested in receiving the electronic version of the Annual Report are kindly required to request via e-mail to info@unityregistrarsng.com.

10. **WEBSITE**

A copy of this notice and other information relating to the meeting can be found at www.veritaskapital.com

11. **LIVE STREAMING OF THE AGM**

In addition to the onsite participation, the meeting will be streamed live to enable shareholders, representatives of regulatory bodies, and other stakeholders to follow the proceedings real time. The link for the live streaming of the meeting will be made available on the Company's website at www.veritaskapital.com and will be streamed on all the Company's social media channels.

