

45th ANNUAL GENERAL MEETING of the members of VERITAS KAPITAL ASSURANCE PLC to be held on Wednesday, 21st September, 2022 at Veritas Kapital Assurance PLC, Plot 497 Abogo Largema Street, Central Business District, Abuja, FCT at 11:00 a.m.

<p>I/We</p> <p>..... (Name of Shareholder in block letters), being a member(s) of the above named Company, Veritas Kapital Assurance Plc, hereby appoint any of the under listed proposed proxies:</p> <p>a) Mr. Nahim Abe Ibraheem b) Mr. Kenneth Egbaran c) Mr. Patrick Ajudua d) Alh. Kabiru Tambari</p> <p>as my/our proxy to attend and vote for me/us and on my/our behalf at the 45th Annual General Meeting of the Company to be held on Wednesday, 21st September, 2022 and at any adjournment thereof. Unless otherwise instructed, the Proxy will vote or abstain from voting as he/she thinks fit.</p> <p>Dated this day of, 2022.</p> <p>SIGNATURE OF SHAREHOLDER:</p>	<p>Please indicate an 'X' in the appropriate box how you may wish your votes to be cast on the resolutions set above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.</p>			
	<p>ORDINARY BUSINESS</p> <p>a. To lay before the members, the Audited Financial Statements of the Company for the year ended December 31, 2021, together with the reports of the Directors, Auditor and Audit Committee thereon.</p> <p>b. To re-elect the following Directors retiring by rotation:</p> <p>I. Mr. Nahim Abe Ibraheem II. Dr. Olufunsho Obasanjo III. Mr. Aminu Babangida</p> <p>c. To approve the appointment of the following Directors:</p> <ul style="list-style-type: none"> • Mr. Paul Oki –Independent Non-Executive Director • Mr. Emmanuel Etuh – Non-Executive Director • Mrs. Oyindamola Unuigbe –Executive Director, Operations <p>The profiles of the abovementioned Directors for appointment are available in the Annual Report and on the Company's website: www.veritaskapital.com</p> <p>d. To authorize the Directors to appoint and fix the remuneration of the Auditors for the 2022 financial year.</p> <p>e. To elect members of the Statutory Audit Committee.</p> <p>f. To disclose the remuneration of Managers</p> <p>SPECIAL BUSINESS</p> <p>1. To approve the remuneration of the Directors of the Company for the Financial Year 2022</p> <p>2. To appoint DCSL Corporate Services Limited as Board Evaluation Consultant</p> <p>3. To consider and if thought fit, that the Directors are authorized:</p> <p>i. To take steps pursuant to section 868 of the Companies and Allied Matters Act 2020, which defines 'share capital' to mean 'issued share capital of a company at any given time', to comply with the requirements of the Companies and Allied Matters Act 2020 and Companies Regulations 13 2021 as it relates to unissued shares currently standing to the capital of the company, including the cancellation of the unissued shares of the company.</p> <p>ii. To take all steps necessary to ensure that the Memorandum and Articles of Association of the Company are altered to comply with Resolution 3(i) above, including replacing the provision on authorized share capital with the issued share capital of the Company.</p> <p>iii. That the Board of Directors be and are hereby authorized to enter and execute any agreements, deeds, notices, and any other documents necessary for and/or incidental to giving effect to the above resolution.</p> <p>iv. To appoint such professional parties, consultants, and advisers as may be required to perform all acts and do all such things that are necessary for or incidental</p>	<p>FOR</p>	<p>AGAINST</p>	<p>ABSTAIN</p>

- NOTES**
1. A Member to attend and vote at the General Meeting is entitled to appoint a proxy in his stead. A proxy need not be a member of the Company. A Proxy Form is attached to this Notice and is valid for the meeting.
 2. Shareholders should note that the Corporate Affairs Commission has in view of the Covid-19 pandemic and following the Government's restriction on public gathering, approved the attendance to the meeting shall only be by proxy to ensure public health and safety.
 3. Shareholders are therefore requested to submit their completed proxy forms in line with the Corporate Affairs Commissions' Guideline to the office of the Company Secretary, Veritas Kapital Assurance PLC, Plot 497 Abogo Largema street, Central Business District, Abuja, FCT or office of the Registrars, Unity Registrars Limited, 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.
 4. If the shareholder is a company, this form must be under its common seal or under the hand of an attorney duly authorized on their behalf.