

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extra-Ordinary General Meeting of the Members of Veritas Kapital Assurance Plc will be held on Tuesday, December 10, 2019 at 11.00am prompt at The Grand Pela Hotel & Suites, Plot 649, Cadastral Zone B02, opposite NNPC Filling Station, near American International School Durumi, Abuja to transact the following business:

SPECIAL BUSINESS

Pursuant to the special resolutions (1-4) of the shareholders of Veritas Kapital Assurance Plc (the "Company") passed at the 41st Annual General Meeting of the Company which held on **September 25, 2018**, authorising the board of directors of the Company (the "Directors") to take all necessary steps including, initiating and negotiating mergers and/or acquisition or any other form of business combination or arrangement with any company/companies or institution(s) whether foreign or local, for the purpose of shoring up the Company's capital, the shareholders are invited to consider and if thought fit, pass with or without modifications, the following as special resolutions:

(a) That the Authorised Share Capital of the company be increased from N7,000,000,000 (Seven Billion Naira) to N12,000,000,000 (Twelve Billion Naira) by the creation of 10,000,000,000 (Ten billion units) of preference shares of **NO.50K** each.

(b) That the Directors be and are hereby authorised to raise additional capital through an offer of up to, 10,000,000,000.00 (Ten Billion) Irredeemable, 7 Years Convertible, Cumulative Preference Shares of **NO.50K** each by way of private placement on terms to be approved by the Directors, subject to obtaining the relevant regulatory approvals.

(c) That **Clause 6** of the Company's Memorandum of Association be amended as follows:
The Authorised Share Capital of the company is **N12,000,000,000** divided into **14,000,000,000** units of Ordinary Shares of **NO.50K** each and **10,000,000,000** units of Preference Shares of **NO.50K** each.

(d) That the Articles of Association of the Company be amended to include the rights attached to the Preference Shares and all consequential amendments required to be made thereto to reflect the new class of shares created in the Company.

(e) That the Directors be and are hereby authorised to do all acts and things and to approve, sign and/or execute all documents, appoint such professional parties and advisers, perform all such other things as may be necessary to give effect to the above resolutions including without limitation, complying with the directives of any regulatory authority.

Dated this 19th day of November 2019.

BY ORDER OF THE BOARD



SARATU UMAR GARBA

Company Secretary

FRC/2019/NBA/00000019159

PROXY:

A member of the Company entitled to attend and vote at the Extra General Meeting is entitled to appoint a proxy in his/her stead. A proxy need not be a member of the Company. 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.

RIGHT 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 may be submitted to the Company at Plot 497 Abogo Largema Street off Constitutional Avenue Central Business District on or before 3rd December, 2019.