

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty – eighth (28<sup>th</sup>) Annual General Meeting ("**AGM**") of **FORTIS GLOBAL INSURANCE PLC** ("the Company") will be held virtually via zoom via this link

<https://us06web.zoom.us/j/86827552968?pwd=iMC8dtnI5JvwuPBneR98c33zCfzSjX.1> on Friday, 26<sup>th</sup> June 2026 at 10:00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31<sup>st</sup> December 2025 together with the Reports of Directors, Auditors and Audit Committee thereon.
2. To re- appoint TAC Professional Services as the Auditors of the Company.
3. To authorise the Directors to fix the remuneration of the Auditors.
4. To disclose the remuneration of Managers of the Company.
5. To elect members of the Statutory Audit Committee.

### SPECIAL BUSINESS

That the following resolutions be considered and passed as ordinary resolutions:

#### 6. **Approval of Debt Settlement Framework.**

That the Company be and is hereby authorised to enter into settlement with the bondholders (the "Creditor") in respect of the Company's outstanding indebtedness under the Daewoo Bond of the sum of JPY 650, 000,000 Zero Coupon issued by the Company on 14<sup>th</sup> December 2009 (' The Bond') amounting to a sum of N5,741,609,000 (as of 31<sup>st</sup> March 2026 ), on such terms as may be negotiated and agreed, including (without limitation):

1. Part payment of the Debt in cash;
2. The conversion of all or part of the Debt into equity; and/or
3. Any other settlement mechanism considered appropriate in the circumstances.

#### 7. **General Authority to Directors**

That the Board of Directors be and is hereby authorised, in the name and on behalf of the Company, to:

1. Finalise, execute and deliver any agreements, deeds, instruments or documents required to give effect to the settlement of the Debt as authorised above;
2. Determine the final commercial and legal terms of such settlement, including any variation to the structure described above, as the Board may deem fit in the best interests of the

Directors: Akin Iroko (Nigerian, Chairman), Rohan Fernando (NED, Sri Lankan), Musa Lawan (NED, Nigerian), Abiodun Sanusi (NED, Nigerian), Nelson Ahaneku (NED, Nigerian), Nomwen Emeghalu (Managing Director), Olutayo Amore (ED, Technical).

- Company; and
3. Take all such steps and do all such acts and things as may be necessary or desirable to implement the transaction.

#### **8. Authority to Allot and Issue Shares**

That, subject to applicable law and the Company's constitutional documents, the Directors be and are hereby generally and unconditionally authorised to allot, issue and/or transfer such number of shares in the Company as may be required to satisfy any debt-to-equity conversion agreed with the Creditor, on such terms (including price and conditions) as the Board may determine.

#### **9. Disapplication of Pre-Emption Rights**

That, to the extent permitted under the Company's Articles of Association and applicable law, any pre-emptive rights of existing shareholders in respect of the allotment of shares pursuant to this resolution be and are hereby waived or disapplied in relation to the shares issued to the Creditor under the settlement.

#### **10. Capital and Corporate Actions**

That the Directors be and are hereby authorised to undertake any necessary corporate actions required to facilitate the transaction, including but not limited to increase of share capital as may be necessary.

#### **11. Ratification and Further Assurance**

That all actions already taken by the Directors in connection with the proposed settlement with the Creditors be and are hereby ratified, and the Directors be authorised to do all such further acts and things as may be necessary to give full effect to this resolution including the appointment of a Consultant or Professional Adviser.

#### **NOTES:**

1. **Proxy:** A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of Fortis Global Insurance Plc. To be valid, a completed and duly stamped proxy form must be completed and deposited at the registered office of the Company or forwarded via email [secretariat@fortisglobalinsurance.com](mailto:secretariat@fortisglobalinsurance.com) not later than forty-eight (48) hours before the time fixed for the meeting.
2. **Closure of Register of Members:**  
The Register of Members and Transfer Books will be closed from June 15<sup>th</sup> 2026 – June 19<sup>th</sup> 2026 (both days inclusive) to enable the Registrars update its records.
3. **Statutory Audit Committee:**  
In accordance with section 404 (6) of the Companies and Allied Matters Act, 2020 (CAMA 2020), any member may nominate a shareholder as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary (together with a short biodata of the nominee), at least 21 days before the AGM. A list of the prospective candidates shall be posted on the Registrar's website before the date of the meeting.

4. **Website:** A copy of this Notice and other information relating to the meeting can be found at [www.fortisglobalinsurance.com](http://www.fortisglobalinsurance.com)
5. **Shareholders' Rights:** Shareholders have the right to ask questions not only at the meeting but also in advance. Questions should be submitted in writing to the Company Secretary at least seven (7) days before the meeting.
6. **E-Annual Report**

Shareholders who have provided their email addresses to the Registrars will receive the electronic version of the audited financial statements of the company for the year ended December 31, 2025, via email. Furthermore, shareholders who are interested in receiving the electronic version of the audited financial statements of the Company for the year ended December 31, 2025, may request for it via email: [secretariat@fortisglobalinsurance.com](mailto:secretariat@fortisglobalinsurance.com)

7. **Virtual Meeting Link**

Further to the provisions of the Business Facilitation (Miscellaneous Provisions) Act which allows public companies to hold meetings electronically, this AGM would be held virtually. The virtual meeting link will be sent to shareholders electronically and will also be made available on the company's website at [www.fortisglobalinsurance.com](http://www.fortisglobalinsurance.com) and on the Registrar's website at [www.paceregistrars.com](http://www.paceregistrars.com).

Dated this 4<sup>th</sup> day of June 2026

By Order of the Board



Halima Jimada  
Company Secretary/Legal Adviser  
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FRC/2024/PRO/NBA/004/605363