

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **34th Annual General Meeting** of Cornerstone Insurance Plc will be held on Monday, 20th July, 2026, at Shell Hall, Muson Centre Lagos, at 12:00pm to transact the following businesses:

ORDINARY BUSINESS

1. To lay before Members, the Audited Financial Statements for the year ended 31st December 2025, together with the Reports of the Directors, Auditor, and the Statutory Audit Committee thereon.
2. To declare a dividend.
3. To elect and re-elect Directors.
4. To authorise the Directors to fix the remuneration of the Auditor.
5. To disclose the remuneration of Managers.
6. To elect shareholders' representatives to the Statutory Audit Committee.

SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - 7.1. To approve the remuneration of the Non-Executive Directors.
 - 7.2. That, in compliance with the Rules of The Exchange Governing Transactions with Related Parties or Interested Persons, the general mandate given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, including the procurement of goods and services, on normal commercial terms, be and is hereby renewed.

Voting by Interested Persons:

In line with the provisions of Rule 20.8(h), Rules Governing Related Party Transactions of The Exchange, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 7.2 above.

NOTES:

1. PROXY

A member of the Company entitled to attend and vote at the Annual General Meeting 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.

In not less than forty eight hours (48) before the date of the Annual General Meeting, the proxy form enclosed must be completed and duly stamped by the Commissioner of Stamp Duties, and returned to either the Company Secretary, PAC Solicitors at their registered address at 10, Canaanland Street, Off Whitesands Avenue, Lekki, Lagos, Nigeria, or via the following email address: tosinkembi@pacsolicitors.com or the Registrars, Lighthouse Registrars Limited at their registered address on the 2nd Floor, 39 Adeola Odeku Street, Victoria Island, Lagos or via the email address lighthouseRegistrars@lighthouse.com.ng.

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by Agosto&Co.

BOARD OF DIRECTORS

Afolabi Balogun (Acting Chairman) | Prof. Ogechi Adeola | Olukayode Pitan | Ibrahim Ibisomi - INEDs
Christabel Phemy Onyejekwe | Philip Hugh Southwell - NEDs
Stephen Alangbo - MD/CEO
Peter Ekwuerie - E.D Technical Operations

Cornerstone Insurance PLC
Authorised & Regulated by the National Insurance Commission RIC 008

REGISTERED ADDRESS

136, Lewis Street,
Lagos-Island, Lagos, Nigeria
enquiries@cornerstone.com.ng
www.cornerstone.com.ng

CORPORATE OFFICE

21, Water Corporation Drive,
Off Ligali Ayorinde,
Victoria Island, Lagos, Nigeria

T +234 0201 280 6500 +234 0700 2676 377 8663

All instruments of proxy shall be at the Company's instance in line with the Corporate Affairs Commission's Guidelines.

2. PAYMENT OF DIVIDEND

If the dividend of 28 kobo per ordinary share of 50k (fifty kobo) each, being recommended by the Directors is approved by Members at the Annual General Meeting, the dividend will be paid on Monday, 20th July, 2026, to duly mandated accounts of Members so entitled, whose names appear in the Register of Members as at Thursday, 2nd July, 2026.

3. CLOSURE OF REGISTER OF MEMBERS AND TRANSFER BOOKS

The Register of Members and Transfer Books of the Company will be closed from Friday, 3rd July, 2026 to Monday, 6th July, 2026 (both days inclusive) to enable the Registrars to update the Register of Members.

4. STATUTORY AUDIT COMMITTEE NOMINATIONS

Pursuant to Section 404(6) of the Companies and Allied Matters Act (CAMA) 2020, any Member may nominate another Member for appointment to the Statutory Audit Committee. Such nomination should be in writing and forwarded to the Company Secretary (with the above details) at least twenty-one (21) days before the Annual General Meeting.

Please note that by virtue of the provisions of Principle 11.4.1 of the Code of Corporate Governance, and Section 404(5) of the Companies and Allied Matters Act 2020, all members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the curriculum vitae of the nominees.

5. UNCLAIMED DIVIDEND

Shareholders are hereby informed that some dividends remain unclaimed. The list of such unclaimed dividends is available at <https://cornerstone.com.ng/corporate/unclaimdividend.php>. The affected shareholders are advised to contact the Registrars, Lighthouse Registrars Limited, at their registered address on the 2nd Floor, 39, Adeola Odeku, Victoria Island, Lagos, or via email lighthouseRegistrars@lighthouse.com.ng; to resolve any issues they may have with claiming their dividends.

6. E-DIVIDEND MANDATE

Notice is hereby given to all shareholders to update their records and relevant bank account details on the e-Dividend Activation Form, which can be detached from the Annual Report. Upon completion, the form should be returned to the Registrars, Lighthouse Registrars Limited, at their registered address on the 2nd Floor, 39, Adeola Odeku Street, Victoria Island, Lagos, or via lighthouseRegistrars@lighthouse.com.ng.

Alternatively, shareholders may complete the form on the Company's website www.cornerstone.com.ng or through the EDMMS self-service portal: <https://docuhub3.nibss-plc.com.ng/edmms/self-service>

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7. ELECTION AND RE-ELECTION OF DIRECTORS

7.1. ELECTION OF DIRECTORS

Pursuant to Sections 274(1) and 285(1) of CAMA 2020, the following Directors were appointed subsequent to the last Annual General Meeting: Mr. Afolabi Balogun, Mr. Ibrahim Ibisomi, and Mr. Olukayode Pitan as Independent Non-Executive Directors, and Mr. Philip Southwell as a Non-Executive Director.

Their profiles are contained in the Annual Report and are also available on the Company's website www.cornerstone.com.ng

7.2. RE-ELECTION OF DIRECTORS

In accordance with Sections 273(1) and 285(1) of CAMA 2020, Mrs. Christabel Onyejekwe, Prof. Ogechi Adeola, and Mr. Peter Ekwueme are due to retire by rotation. Being eligible, they have expressed their willingness to continue in office and have accordingly offered themselves re-election.

Their profiles are contained in the Annual Report and are also available on the Company's website www.cornerstone.com.ng.

8. RIGHTS OF SECURITIES HOLDERS TO ASK QUESTIONS

Any Member attending the Meeting has the right to ask questions at the Annual General Meeting, either during the meeting or in writing prior to it. Members are requested to submit such questions via email to the Company Secretary at the following email address: tosinkembi@pacsolicitors.com not later than one (1) week before the date of the Annual General Meeting.

9. LIVE STREAMING OF THE ANNUAL GENERAL MEETING

To enable Members and other Stakeholders who will not attend the Meeting physically to observe the proceedings of the Annual General Meeting, the proceedings will be streamed live via the Company's website, www.cornerstone.com.ng.

10. E-ANNUAL REPORT AND ACCOUNTS

To improve delivery efficiency, the Annual Report and Accounts are available for download on the Company's website at www.cornerstone.com.ng. Members who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report.

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11. WEBSITE

A copy of this Notice and other information relating to the Annual General Meeting can be accessed via the Company's website www.cornerstone.com.ng

Dated this 24th day of June 2026.

BY ORDER OF THE BOARD

Tosin Kembi



FOR: PAC SOLICITORS

Company Secretary

FRC/2015/COY/00000006026

10, Canaanland Street,

Off Whitesands Avenue Lekki, Lagos.

Tel: 09099298887, 08063480070

Website: www.pacsolicitors.com

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PROXY FORM AND RESOLUTIONS

The 34th Annual General Meeting of Cornerstone Insurance PLC will hold at the Shell Hall, Muson Centre, Onikan, Lagos, at 12:00 pm on Monday, 20th July 2026.

I/We,

of

being a member(s) of CORNERSTONE INSURANCE PLC, hereby appoint as my/our Proxy to attend and vote for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on Monday, 20th July 2026 or any adjournment thereof:

Dated this _____ day of _____ 2026

Shareholder's Signature _____

S/N	ORDINARY BUSINESS	FOR	AGAINST
1.	To lay before Members the Audited Financial Statements for the year ended 31st December 2025, together with the Reports of the Directors, Auditor, and the Statutory Audit Committee thereon.		
2.	To declare a Dividend		
3.	To elect a Director, Mr. Afolabi Balogun		
4.	To elect a Director, Mr. Ibrahim Ibisomi		
5.	To elect a Director, Mr. Olukayode Pitan		
6.	To elect a Director, Mr. Philip Southwell		
7.	To re-elect a retiring Director, Mrs. Christabel Onyejekwe		
8.	To re-elect a retiring Director, Prof. Ogechi Adeola		
9.	To re-elect a retiring Director, Mr. Peter Ekwueme		
10.	To authorise Directors to fix the remuneration of the Auditor.		
11.	To disclose the remuneration of Managers.		
12.	To elect Shareholders' representatives to the Statutory Audit Committee		
	SPECIAL BUSINESS		
13.	To fix the remuneration of the Directors		
14.	To approve recurrent transactions with related parties		
15.	To authorise Directors to perform all acts and to do all such other things necessary for or incidental to give effect to Resolutions above.		
Please indicate with "X" in the appropriate box how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.			

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NOTES

1. A Member of the Company is entitled to attend and vote at the Annual General Meeting of the Company. He/She is also entitled to appoint a proxy to attend and vote in his/her stead, and in this case, this Form may be used to appoint a proxy from the list of proxies set out above.
2. All executed Proxy Forms must be deposited at the office of the Registrars, Lighthouse Registrars Limited, on the 2nd Floor, 39 Adeola Odeku Street, Victoria Island, Lagos or the Company Secretary via the following email address: tosinkembi@pacsolicitors.com or the office of the Company Secretary; PAC Solicitors, 10, Canaanland Street, Off Whitesands Avenue, Lekki Phase 1, Lagos, not later than forty-eight (48) hours before the time fixed for the meeting.
3. If executed by a Company, this proxy form should be sealed under the Company's common seal or under the hand of an officer duly authorised.
4. It is required by Law, under the Stamp Duties Act, CAP S8. Laws of the Federation of Nigeria, 2004, that any instrument of proxy to be used for voting by any person entitled to vote at any meeting of shareholders must bear a stamp duty. The Company will bear the cost of stamp duties on the instruments of proxy.

Before posting this Form, please tear off this part and retain it for admission to the meeting.

ADMISSION CARD TO THE 34TH ANNUAL GENERAL MEETING OF CORNERSTONE INSURANCE PLC

To hold at the Shell Hall, Muson Centre Onikan Lagos on Monday, 20th July 2026 at 12:00 pm

Name of Shareholder _____

Signature of Shareholder _____

Name of Proxy _____

Signature of Proxy _____

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