



SOVEREIGN TRUST INSURANCE PLC.

RC 31962

NOTICE OF AMENDEMENT OF 30TH ANNUAL GENERAL MEETING AGENDA

FURTHER TO THE NOTICE OF ANNUAL GENERAL MEETING OF SOVEREIGN TRUST INSURANCE PLC. ("THE COMPANY") SCHEDULED TO BE HELD ON THURSDAY, SEPTEMBER 25, 2025 AT THE BAY LOUNGE HALL, BLOCK 12A, 10 ADMIRALTY ROAD, LEKKI PHASE 1, LAGOS, THE COMPANY WISHES TO NOTIFY NIGERIAN EXCHANGE LIMITED, SHAREHOLDERS AND OTHER STAKEHOLDERS AS FOLLOWS:

1. The Agenda for the AGM has been amended as detailed below to include passing of a special resolution authorising the Board of Directors to pass resolutions to raise capital, increase the share capital of the Company and to consequentially amend the Memorandum and Articles of Association of the Company.
2. Except as stated in this notice, all other information stated in the notice of AGM dated 28th day of July, 2025 are unaffected and shall remain in force and effect as follows:

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting of Sovereign Trust Insurance PLC will take place at the Bay Lounge Hall, Block 12A, 10 Admiralty Road, Lekki Phase 1, Lagos on Thursday, September 25, 2025 at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To lay before the Meeting the Audited Financial Statements for the year ended December 31, 2024, together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a Dividend
3. To re-elect the following Non-Executive Director that is retiring by rotation. (a) Mr. Eric Balogun
4. To authorise the Directors to fix the remuneration of the Auditors.
5. To disclose the remuneration of the Managers of the Company
6. To elect the Shareholders' representatives on the Statutory Audit Committee.

SPECIAL BUSINESS:

7. To fix the Non-Executive Directors' fees for the year ending December 31, 2025 at ₦ 10,500,000.00
8. To consider and if thought fit pass the following as ordinary resolutions
 - a. That the Company be and is hereby authorised to undertake a capital raise of up to ₦ 20,000,000,000.00 (Twenty Billion Naira). The capital raise transaction shall be implemented by one or more transactions, through the issuance of shares, by way of a public offering, private placement, rights issue in the Nigerian or international capital markets, at price(s) to be determined by way of a book building process or any other valuation

method or combination of methods, in such tranches, series or proportions and at such periods or dates, coupon or interest rates, within such maturity periods and upon such other terms and conditions as may be determined by the Board of Directors (the Directors), subject to obtaining the approvals of the relevant regulatory authorities.

- b. That the capital raise referred to in resolution (a) above may be underwritten on such terms as may be determined by the Directors, subject to obtaining the approvals of the relevant regulatory authorities.
- c. That the share capital of the Company be increased by the exact number of ordinary shares which would be required upon determination of the terms of the capital raise and the Directors are authorised to pass resolutions for such increase, as well as to allot the new ordinary shares required in connection with the capital raise.
- d. That the Directors be and are hereby authorised to undertake all necessary actions to secure the listing and admission to trading of securities issued pursuant to the foregoing resolution on the Official List of the Nigerian Exchange Limited, and/or on any other securities exchange(s) or market(s).
- e. That the Directors be and are hereby authorised to appoint such professional parties and advisers and to perform all such other acts and do all such other things as may be necessary, to give effect to the above resolutions, including without limitation, executing necessary documents in connection with the capital raise, determining the final structure of the capital raise, interfacing and complying with the directives of any regulatory authority.

9. To consider and if thought fit pass the following as ordinary resolutions:

That upon completion of the processes for the increase of the Company's share capital and allotment of the new ordinary shares in accordance with the resolutions above, the Memorandum and Articles of Association of the Company be amended as necessary to reflect the Company's new issued share capital.

EQUITY UNION LIMITED
(Corporate Secretaries)

DATED THIS 2ND DAY OF SEPTEMBER 2025
BY ORDER OF THE BOARD

Mahmud Bayo Alabidun
FRC/2022/PRO/ICSAN/002/563803
Equity Union Limited
(Company Secretaries)

NOTES

PROXIES

A member of the Company eligible to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a Member of the Company. Executed forms of proxy shall be deposited at the Company's Registrars' office, Meristem Registrars & Probate Services Ltd, 213 Herbert Macaulay Way, Adekunle, Yaba, Lagos or via email at info@meristemregistrars.com not less than 48 hours before the time of holding the meeting. To be effective, the proxy form should be duly stamped and signed by the Commissioner for Stamp Duties.

LIVESTREAMING OF THE AGM

The AGM will be streamed live online. This will enable Shareholders and other Stakeholders who will not be attending physically to follow the proceedings. The link for the AGM livestreaming will be made available on the Company's website at www.stiplc.com.

CLOSURE OF REGISTER

The Register of members will be closed on September 8, 2025 to enable the Registrars update the Register of Members and make necessary preparations for the Annual General Meeting.

DIVIDEND PAYMENT

The Board of Directors of the Company has recommended a dividend of ₦ 0.05 that is 5Kobo per ordinary share of 50Kobo, which is payable less withholding tax. If the recommendation is approved at the forthcoming 30th Annual General Meeting, the Shareholders whose names appear in the Register of Members as at the close of business on the 5th of September 2025 will have their accounts credited immediately after the Annual General Meeting on 25th September 2025.

UNCLAIMED DIVIDEND

Several dividends remain unclaimed. All Shareholders are hereby advised to update their records and forward details of such records and account numbers to the Company's Registrars, Meristem Registrars & Probate Services Limited for receipt of dividend. Detachable forms in respect of mandate for e-dividend payment, unclaimed/stale dividend payment and Shareholders' data update are attached to the Annual Report and Accounts for your completion. Any Shareholder who is affected by this notice is advised to complete the form(s) and return same to the Company's Registrars, Meristem Registrars & Probate Services Limited, 213 Herbert Macaulay Way, Adekunle, Yaba, Lagos.

Please note that the forms can also be downloaded from the company's **website:** www.stiplc.com.

E-ANNUAL REPORT

The electronic version of this Annual Report (e-annual report) can be downloaded from the Company's website at www.stiplc.com. The e-annual report will be emailed

to all Shareholders who have provided their email addresses to the Company's Registrars. Shareholders who wish to receive the e-annual report are kindly requested to send an email to info@stiplc.com or info@meristemregistrars.com

STATUTORY AUDIT COMMITTEE

In accordance with Section 404(6) of the Companies & Allied Matters Act, 2020 a shareholder may nominate another shareholder for appointment to the Audit and Compliance Committee. Such nomination should be in writing and reach the Company Secretary not less than 21 days before the Annual General Meeting.

Kindly note that Section 11.4.2 of the Nigerian Code of Corporate Governance 2018 stipulates that all members of the committee should be financially literate and should be able to read and understand financial statements. At least one member of the committee should be a financial expert, have current knowledge in accounting and financial management and be able to interpret financial statements

Also, in line with the Companies and Allied Matters Act, at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly.

Furthermore, in line with the Financial Reporting Council of Nigeria (FRCN) Rules, the Chairman of the Statutory Audit Committee must be a professional member of an accounting body established by Act of the National Assembly in Nigeria.

In line with the above, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees in order to confirm eligibility.

RE-ELECTION OF DIRECTORS

In accordance with the provisions of the Articles of Association, the director to retire by rotation at the 30th Annual General Meeting is Mr. Eric Balogun. The retiring director, being entitled, has offered himself for re-election.

PROFILE OF DIRECTORS

The profile of all directors is available in the Annual Report and the Company's website at www.stiplc.com.

RIGHTS 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 must be submitted to the Company at 17, Adetokunbo Ademola Street, Victoria Island, Lagos or via email at info@stiplc.com not later than 7 days to the date of the meeting.

WEBSITE

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

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