

## **NOTICE OF ANNUAL GENERAL MEETING**

### **CAVERTON OFFSHORE SUPPORT GROUP PLC**

**NOTICE IS HEREBY GIVEN** that the 9<sup>th</sup> Annual General Meeting of **CAVERTON OFFSHORE SUPPORT GROUP PLC** will be held at the Civic Centre, Ozumba Mbadiwe Street, Victoria Island, Lagos, Nigeria on Tuesday the 8<sup>th</sup> of May, 2018 at 10:00am to transact the following business:

#### **A. ORDINARY BUSINESS:**

1. To present and consider the Audited Financial Statements for the year ended 31<sup>st</sup> December 2017 together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To re-elect retiring Directors.
4. To fix remuneration of Directors.
5. To authorize the Directors to fix the remuneration of Auditors for the ensuring year.
6. To elect/re-elect members of the Statutory Audit Committee.

#### **NOTES:**

##### **A. PROXY**

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. Proxies need not be members of the Company. A blank proxy form is attached to the Annual Report. To be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, United Securities Limited, 10 Amodu Ojikutu Street, Victoria Island, Lagos not less than 48 hours before the time fixed for the meeting.

##### **B. DIVIDEND**

If the proposed dividend of 15 kobo per ordinary share is approved, it will be payable on Tuesday, May 8, 2018 to Shareholders whose names are registered in the Register of Members at the close of business on April 25, 2018. Shareholders who have completed the e-Dividend Mandate Forms will receive a direct credit of the dividend into their bank accounts on the date of the Annual General Meeting.

##### **C. E-DIVIDEND MANDATE**

Shareholders are kindly requested to update their records and advise United Securities Limited of their updated records and relevant bank accounts for the payment of their dividends. Detachable forms in respect of mandate for e-dividend payment, unclaimed/stale dividend payment and shareholder data update are attached to the Annual Report for convenience.

The duly completed forms should be returned to the office of the Registrars, United Securities Limited, 9 Amodu Ojikutu Street, Victoria Island, Lagos.

##### **D. CLOSURE OF REGISTER OF MEMBERS**

The register of Members and transfer books of the Company will be closed on the 26th of April, 2018 to enable the Registrar prepare for payment of dividend.

##### **E. STATUTORY AUDIT COMMITTEE**

In accordance with section 359(5) of the Companies and Allied Matters Act, 1990, any shareholder may nominate a shareholder for appointment to the Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least 21 days before the Annual General Meeting.

Kindly note that the provisions of the Code of Corporate Governance issued by the Securities and Exchange Commission (SEC) indicates that members of the Statutory Audit Committee should have basic financial literacy and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees.

**F. SHAREHOLDERS' RIGHT TO ASK QUESTION**

Shareholders reserve the right to ask questions not only at the Meeting but also in writing on any matter, subject or issue contained in the Annual Report and Accounts. Shareholders may also submit questions prior to the Meeting in writing to the Company, in line with the Rule 19.12(c) of the Listing Rules of the Nigerian Stock Exchange. Such questions should be addressed to the Company Secretary and reach the Company at its Head Office at 1 Prince Kayode Akingbade Close, Victoria Island, Lagos not later than 7 days to the date of the Meeting.

**G. BIOGRAPHICAL DETAILS OF DIRECTORS FOR ELECTION OR RE-ELECTION**

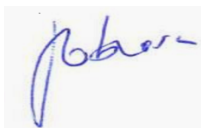
Biographical details of Directors standing for election or re-election are provided in the Annual Report.

**H. WEBSITE**

A copy of this Notice and other information relating to the meeting can be found at [www.caverton-offshore.com](http://www.caverton-offshore.com)

**DATED THIS 5<sup>TH</sup> DAY OF APRIL 2018  
BY ORDER OF THE BOARD**

**AMAKA OBIORA**



*Company Secretary*

FRC/2015/NBA/00000011302

1, Prince Kayode Akingbade Close, Victoria Island