

NOTICE IS HEREBY GIVEN that the 11th Annual General Meeting of **CAVERTON OFFSHORE SUPPORT GROUP PLC** will be held at the Caverton Helipad, Ozumba Mbadiwe Street, Victoria Island, Lagos, Nigeria on Thursday the 25th of June , 2020 at 10:00am to transact the following business:

AGENDA

A. ORDINARY BUSINESS:

1. To lay before the Members the Audited Financial Statements of the Company for the year ended 31st December 2019 together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To re-elect the following Directors as Non –Executive Directors:
 - i. Chief Raymond Ihyembe
 - ii. Mr. Sola Falola
 - iii. HRM Edmund Daukoru
4. To authorize the Directors to fix the remuneration of the Auditors
5. To elect members of the Audit Committee

Special Business

1. To fix the remuneration of Directors
2. To authorize the renewal of recurrent transactions which are of trading nature or those necessary for its day-to-day operations from related companies in accordance with the Rules of the Nigerian Stock Exchange governing transactions with related parties.

PROXY

Shareholders should kindly note that following the Government directive restricting public gathering due to the COVID-19 pandemic, the Corporate Affairs Commission has granted approval for the AGM to hold with attendance by proxy to minimize physical contact and ensure public health and safety. Quorum for the meeting can therefore be formed either by physical attendance or by proxy.

A member of the company 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. The names of the suggested proxies are:

- a. Mr. Aderemi Makanjuola (Chairman)
- b. Chief Raymond Ihyembe (Independent Non – Executive Director)
- c. Ms. Amaka Obiora (Company Secretary)

- d. Sir Sunny Nwosu (Shareholder)
- e. Mr. Boniface Okezie (Shareholder)
- f. Mrs. Bisi Bakare (Shareholder)

A blank proxy form is attached to the Annual Report and is also available on the Company's website, www.caverton-offshore.com and the Registrars website at www.unitedsecuritieslimited.com. In line with the Corporate Affairs Commission's Guidelines, shareholders are advised to send their completed proxy forms to the office of the Company Secretary, Caverton Offshore Support Group Plc, 1 Prince Kayode Akingbade, Close, Victoria Island, Lagos or send soft copy to company.secretariat@caverton-offshore.com or to Customercare@unitedsecuritieslimited.com no later than 48 hours before the AGM to enable the Company stamp the proxy forms at the Company's expense.

DATED THIS 2ND DAY OF JUNE 2020
BY ORDER OF THE BOARD



Amaka Pamela Obiora
Company Secretary / Legal Adviser
FRC/2015/NBA/00000011302
1, Prince Kayode Akingbade Close, Victoria Island, Lagos.



NOTES:

a. DIVIDEND PAYMENT AND CLOSURE OF REGISTER

If the proposed dividend of 20 kobo per ordinary share is approved, subject to appropriate withholding tax, it will be payable on Thursday, 25th of June, 2020 to Shareholders whose names are registered in the Register of Members at the close of business on the 15th of June, 2020. 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.

b. 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.

c. CLOSURE OF REGISTER OF MEMBERS

The register of Members and transfer books of the Company will be closed on the 16th of June, 2020 to enable the Registrar prepare for payment of dividend.

d. 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 to the office of the Company Secretary, Caverton Offshore Support Group Plc, 1 Prince Kayode Akingbade , Close, Victoria Island, Lagos or send soft copy to company.secretariat@caverton-offshore.com .

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 accompanied by a copy of the nominees' detailed Curricula Vitae disclosing requisite qualifications.

e. 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 or a soft copy can be sent to company.secretariat@caverton-offshore.com not later than 7 days to the date of the Meeting.

f. UNCLAIMED DIVIDEND

A list of unclaimed dividends will be circulated with the Annual Reports and Financial Statement. Members concerned are advised to contact the Company's Registrars, United Securities Limited, 9 Amodu Ojikutu Street, Victoria Island.

g. BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION/ ELECTION

The profiles of all Directors standing for election or re-election are available in the Annual Report and on the Company's website.

h. LIVE STREAMING 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 live streaming will be made available on the Company's website at www.caverton-offshore.com

The 2019 Annual Report and Accounts of the company shall be made available on the Company's website at www.caverton-offshore.com