



**RC NO: 750603**  
**CAVERTON OFFSHORE SUPPORT GROUP PLC**  
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NOTICE IS HEREBY GIVEN that the 12th 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 27<sup>th</sup> of May, 2021 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 2020 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. Mr. Aderemi Makanjuola
  - ii. Mr. Bashiru Bakare
  - iii. Mallam Bello Gwandu
4. To appoint PricewaterhouseCoopers as the External Auditor of the Company in place of EY (Ernst & Young), who would be retiring as the Company’s Auditor.
5. To authorize Directors to fix the remuneration of Auditors
6. To elect members of the Statutory Audit Committee
7. Disclosure of the remuneration of Managers of the Company

### 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 Exchange Limited governing transactions with related parties.

## **1. ATTENDANCE AND VOTING BY PROXY**

In the interest of public safety and having due regard to the Nigeria Centre for Disease Control (NCDC) COVID-19 Guidance for Safe Mass Gatherings in Nigeria, (and the restrictions on public gatherings by the Lagos State Government) and pursuant to the Corporate Affairs Commission's (CAC) Guidelines on holding Annual General Meetings by Public Companies using Proxies, only persons indicated to be selected proxies on the Proxy Form would attend the Meeting physically. All other Shareholders would be required to attend the Meeting online and to vote at the Meeting through a proxy.

In view of the foregoing, the approval of the CAC was obtained for the Annual General Meeting to be held by proxy.

A proxy may be selected from any of the following individuals (the Selected Proxies):

- a. Mr. Aderemi Makanjuola (Chairman)
- b. Mr. Olabode Makanjuola (Chief Executive Officer)
- c. Chief Raymond Ihyembe (Independent Non – Executive Director)
- d. Ms. Amaka Obiora (Company Secretary)
- e. Sir Sunny Nwosu (Shareholder)
- f. Mr. Boniface Okezie (Shareholder)
- g. Mrs. Bisi Bakare (Shareholder)
- h. Mr. Hakeem Shagaya (Shareholder)
- i. Mr. Alex Adio (Shareholder)

The Selected Proxies are to attend the Meeting and vote on their own behalf as well as on behalf of the Shareholders who selected them as proxies. The Selected Proxies are encouraged to comply with relevant public health advice in order to protect the health of others. Other Shareholders can attend the meeting and participate in the proceedings online via real-time streaming options which have been provided in this notice.

A blank proxy form is attached to the Annual Report and is also available on the Company's website, [www.caverton-offshore.com](http://www.caverton-offshore.com) and the Registrars website at [www.coronationregistrars.com](http://www.coronationregistrars.com). 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](mailto:company.secretariat@caverton-offshore.com) or to

[eforms@coronationregistrars.com](mailto:eforms@coronationregistrars.com) no later than 48 hours before the AGM to enable the Company stamp the proxy forms at the Company's expense.

DATED THIS 4<sup>th</sup> DAY OF MAY 2021  
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 10 kobo per ordinary share is approved, subject to appropriate withholding tax, it will be payable on Thursday, 27<sup>th</sup> of May, 2021 to Shareholders whose names are registered in the Register of Members at the close of business on the 27<sup>th</sup> of April, 2021. 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 Coronation Registrars 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, Coronation Registrars 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 28<sup>th</sup> of April, 2021 to enable the Registrar prepare for payment of dividend.

**d. STATUTORY AUDIT COMMITTEE**

In accordance with section 404(6) of the Companies and Allied Matters Act, 2020, 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](mailto:company.secretariat@caverton-offshore.com)

Section 404 (5) of the Companies and Allied Matters Act 2020 provides that all the members of the Audit Committee shall be financially literate and at least one (1) member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. The Code of Corporate Governance issued by the Financial Reporting Council of Nigeria also provides that members of the Audit Committee should be financially literate and able to read and interpret financial statements.

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 Exchange Limited. 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](mailto: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, Coronation Registrars 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](http://www.caverton-offshore.com)

The 2020 Annual Report and Accounts of the company shall be made available on the Company's website at [www.caverton-offshore.com](http://www.caverton-offshore.com)