



NOTICE IS HEREBY GIVEN that an Extra Ordinary General Meeting of the members of **CAVERTON OFFSHORE SUPPORT GROUP PLC** will be held at Caverton Helipad, Ozumba Mbadiwe Street, Victoria Island, Lagos, Nigeria on Friday 23rd December 2022 at 10.00 am to transact the following business:

AGENDA

Special Business

1. To consider and if thought fit, pass the following as ordinary resolutions:
 - 1.1 That in compliance with Section 124 of the Companies and Allied Matters Act 2020 and Regulations 13 of the Companies Regulations 2021, the Shareholders hereby approve the cancellation of all of the **1,649,490,250** (One Billion, Six Hundred and Forty Nine Million, Four Hundred and Ninety Thousand, Two Hundred and Fifty) unissued ordinary shares of 50 Kobo each of the Company.
2. To consider and if thought fit, pass the following as special resolution:
 - 2.1 "That pursuant to resolution 1.1 above. Clause 7 of the Memorandum of Association and Article 3 of the Articles of Association of the Company be and are hereby amended as follows: "The issued share capital of the Company is N 1,675,254,875 divided into 3,350,509,750 ordinary shares of 50 kobo each" and substitute "authorized share capital/share capital" with issued share capital" wherever such appears in the Memorandum and Articles of Association.
 - 2.2 That the sections of the repealed CAMA 1990 cited in the Memorandum and Articles of Association of the Company be and are hereby replaced with the relevant sections in CAMA 2020.
 - 2.3 "That Article 10.1 be reworded as follows:
"All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend, consideration of the accounts , balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of remuneration of auditors, appointment of members of the audit committee and disclosure of remuneration of managers of a company which are ordinary business".

3. "That the Board and Management are hereby authorized to perform all acts and to do all such other things as may be necessary for, or incidental to giving effect to the above resolutions including but not limited to carrying out any actions as may be necessary to comply with any legislation, execute agreements, appoint consultants and advisers and comply with the directives of the regulatory authorities and agencies.

NOTES:

A. PROXY

A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote in his/her stead. Proxies need not be members of the Company. A detachable proxy form is enclosed herewith and available on the Company's website. To be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrars, Coronation Registrars , 9 Amodu Ojikutu Street, Victoria Island, Lagos not less than 48 hours before the time fixed for the meeting.

B. CLOSURE OF REGISTER OF MEMBERS

The register of Members and transfer books of the Company will be closed on Monday the 12th of December, 2022 to Friday the 16th of December 2022 (both days inclusive) to enable the Registrars to prepare the register of shareholders eligible to attend and vote at the meeting.

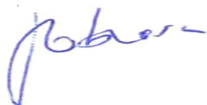
C. SHAREHOLDERS' RIGHT TO ASK QUESTIONS

Pursuant to Rule 19:12 of the Rule Book of the Nigerian Exchange Limited, Shareholders have the right to ask questions not only at the meeting but also in writing. Such questions must be submitted to the Company Secretariat Department, Caverton Offshore Support Group Plc, 1 Prince Kayode Akingbade Close, Victoria Island, Lagos at least one week before the date of the Extra Ordinary General Meeting.

D. WEBSITE

A copy of this notice and other information relating to the meeting can be found at www.caverton-offshore.com

**DATED THIS 2ND DAY OF DECEMBER 2022
BY ORDER OF THE BOARD**



AMAKA OBIORA
Company Secretary
FRC/2015/NBA/00000011302
1, Prince Kayode Akingbade Close, Victoria Island, Lagos