



NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting of **CAVERTON OFFSHORE SUPPORT GROUP PLC** will be held at The Civic Center, Ozumba Mbadiwe Road , Victoria Island, Lagos, Nigeria on Tuesday the 27th of June, 2023 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 2022 together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To re-elect the following Directors retiring by rotation :
 - i. Mr. Aderemi Makanjuola
 - ii. Mallam Bello Gwandu
 - iii. Mr. Sola Falola
3. To authorize Directors to fix the remuneration of Auditors for the 2023 financial year.
4. To disclose of the remuneration of Managers of the Company
5. To elect members of the Statutory Audit Committee.

Special Business

To consider and if thought fit, pass the following as ordinary resolutions of the Company:

6. That the remuneration of the Directors of the Company for the year ending December 31 2023, be and is hereby fixed at N2 million for each Director and N3 million for the Board Chairman.
7. 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.
8. That in compliance with the provisions of section 240 (2) of the Companies and Allied Matters Act 2020 as amended by the provisions of section 11, Schedule 1 of the Business Facilitation (Miscellaneous Provisions) Act 2022, that shareholders authorize and approve for the Company to hold its general meetings electronically, and that Memorandum of Association of the Company be amended accordingly pursuant to the Shareholders authorization and approval.



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 and may also be downloaded from the Company's website www.caverton-offshore.com. To be valid, each Proxy Form (enclosed herewith) should be properly filled and signed. The Proxy Forms should be returned to the Company not less than 48 hours before the time fixed for the meeting either by physical delivery to its address at No. 1 Prince Akingbade Close, Victoria Island Lagos, Nigeria or by email to company.secretariat@caverton-offshore.com.

Alternatively, executed Proxy Forms may be deposited at the office of the Registrar, Coronation Registrars Limited, 10 Amodu Ojikutu Street, Victoria Island, Lagos or sent via email to eforms@coronationregistrars.com not less than 48 hours before the time fixed for the meeting.

The Company has planned at its cost for the stamping of the duly completed signed Proxy Forms submitted to the company or the Company's Registrars within the stipulated time in accordance with the guidelines of the CAC.

B. CLOSURE OF REGISTER OF MEMBERS

The register of Members and transfer books of the Company will be closed on Wednesday June 14, 2023 for the purpose of updating the Register of Members.

C. 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 Registrar, United Securities Limited, 9 Amodu Ojikutu Street, Victoria Island or contact them via email on customercare@coronationregistrars.com and phone call on 01-2272570.

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 to the office of the Company Secretary, Caverton Offshore Support Group Plc, 1 Prince Kayode Akingbade Close, Victoria Island, Lagos or a soft copy should be sent to company.secretariat@caverton-offshore.com 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 accompanied by a copy of the nominees' detailed Curricula Vitae disclosing requisite qualifications.

E. STREAMING

The Annual General Meeting will be streamed live from our website www.caverton-offshore.com and the link <https://us06web.zoom.us/j/88548665578?pwd=eGZYK08xcUlwZzYveWVjRWI4N1k0Zz09>.

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, 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 send a soft copy to company.secretariat@caverton-offshore.com not later than 2 days to the date of the Meeting.

G. GENERAL MANDATE

In line with the Nigerian Exchange Limited (NGX) Rules on Transactions with Related Parties, the Company is required to seek a renewal of the general mandate from Shareholders as per item 7 of the agenda above. Members had given the general mandate to the Company at prior AGMs to enable it to enter into related party transactions required for the Company's Day to day operations.

H. PROFILE OF DIRECTORS FOR ELECTION/ RE-ELECTION

The profiles of Mr. Aderemi Makanjuola, Mallam Bello Gwandu and Mr. Sola Falola, the directors to retire by rotation and standing for re-election are amongst the profiles of Directors provided in the Annual Report for the year ended 31st December 2022.

Special notice is hereby given pursuant to Section 282 of the Companies and Allied Matters Act that Mr. Aderemi Makanjuola, Mr. Bashiru Bakare, Mallam Bello Gwandu, HRM Edmund Daukoru and Chief Raymond Ihyembe are over 70 years of age and have indicated willingness to continue as Directors of the Company.

I. NO VOTING BY RELATED PARTY

In line with the NGX Rules on Related Party Transactions, Caverton Offshore Support Group Plc has undertaken to ensure its proxies, representatives, or associates shall abstain from voting on the resolution approving item 7 on the Agenda at the AGM and ensure that its representatives do not vote on the concerned items at the Board meeting.

J. E-ANNUAL REPORT

The electronic version of the Annual Report (e-annual report) can be downloaded from the Company's website www.caverton-offshore.com . In addition to the dispatch of physical Annual Reports to shareholders, the electronic version of the Annual Report will be emailed to all Shareholders who have provided their email addresses to the Registrars. Shareholders who wish to receive the e-annual report are kindly requested to send an email to company.secretariat@caverton-offshore.com or eforms@coronationregistrars.com .

DATED THIS 2nd DAY OF JUNE 2023
BY ORDER OF THE BOARD



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

