



Guinea Insurance Plc

## SHAREHOLDERS ENGAGEMENT POLICY

Version 1.0

20.02.2025

### SHAREHOLDER ENGAGEMENT POLICY

#### 1.0 SCOPE AND PURPOSE

1.1 Guinea Insurance Plc ("Guinea" or "the Company") firmly believes that regular and constructive engagement with its shareholders fosters good corporate governance and transparency. This policy outlines the Board's communication framework with shareholders and details how shareholders can engage with the Board and management.

1.2 The Company recognizes shareholder feedback as critical in understanding the information and disclosures that are most meaningful and helpful to shareholders and the broader investment community. Guinea has established procedures to ensure that the Board and management consider and respond to shareholder concerns in a prompt, transparent, and structured manner, in line with the Company's governance structure and corporate disclosure policies.

1.3 Shareholders may engage with the Company on matters related to business sustainability (ESG), corporate strategy, regulatory compliance, and monitoring.

1.4 This policy applies to all communications between the Company and its shareholders.

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#### 2.0 DEFINITIONS AND INTERPRETATION

2.1 Board – A committee of individuals constituted under applicable laws to exercise certain authorities, oversee Company matters, or discharge fiduciary responsibilities.

2.2 Committee – The Nomination, Remuneration, and Governance Board Committee.

2.3 Corporate Governance – The system and processes by which an organization is directed and controlled.

2.4 Director – A member of the Board, including the Managing Director, Executive Director, or Non-Executive Director, appointed to manage the affairs of the Company.

2.5 Major Shareholder – A person or entity holding an interest of 5% or more in the total voting shares of Guinea.

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#### 3.0 COMMUNICATION WITH SHAREHOLDERS



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3.1 Guinea is committed to constructive and meaningful engagement with shareholders. The Board of Directors has adopted this Shareholder Engagement Policy (the "Policy") to promote open dialogue while ensuring fair disclosure and maintaining effective communication controls.

3.2 The primary channel for shareholder engagement is the Annual General Meeting (AGM). During the AGM, the Chairpersons of each Board Committee will be available to address shareholder questions. Shareholders are encouraged to attend AGMs to discuss corporate governance and other key matters directly with the Board.

3.3 The Company's External Auditors shall be present at AGMs to answer questions regarding the Company's financial statements.

3.4 Guinea communicates with shareholders through multiple channels, including its annual report, one-on-one engagements, governance reports, press releases, the Company website, and presentations at AGMs. Shareholder feedback may be submitted via regular mail, courier, email, or telephone. Management promptly addresses relevant shareholder concerns.

3.5 Shareholders may communicate with the Board on matters including but not limited to:

- Board structure, composition, and performance
- General Board oversight, including committee charters
- Corporate governance practices and disclosures
- Financial and non-financial disclosures
- Oversight of risk, including environmental and social risks
- Overall corporate performance
- Other matters in the interest of the Company

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## 4.0 RESPONSIBILITY FOR SHAREHOLDER ENGAGEMENT

4.1 The Executive Management team is primarily responsible for shareholder communications and engagement. The Managing Director/Chief Executive Officer (MD/CEO) serves as the official spokesperson, communicating the views of the Board and management. The MD/CEO may authorize designated spokespersons to engage with shareholders or the media regarding Guinea's financial and corporate matters.

4.2 Shareholders may communicate their views to management and the Board by sending a letter to:



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The Managing Director  
Guinea Insurance Plc  
33 Ikorodu Road, Jibowu, Lagos  
Email: [info@guineainsurance.com](mailto:info@guineainsurance.com)

The Chairman  
Guinea Insurance Plc  
33 Ikorodu Road, Jibowu, Lagos

4.3 The Company Secretary shall relay shareholder communications to the Chairman and other Board members.

4.4 Shareholders may report concerns about improper activities related to Guinea's accounting, internal controls, or legal compliance under the Company's Whistleblowing Policy by following the "Whistleblowing Reporting" procedures on the Company's website.

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### 5.0 BOARD RESPONSIBILITY FOR SHAREHOLDER ENGAGEMENT

5.1 The Board supervises management's execution of shareholder communication and engagement responsibilities. Directors may also participate in shareholder engagement initiatives as necessary.

5.2 The Chairman of the Board or a designated Board member shall engage with shareholders at least once annually to ensure a balanced understanding of shareholder concerns and relay feedback to the Board.

5.3 Shareholders may initiate direct communication with the Board by submitting concerns to:

The Company Secretary  
Guinea Insurance Plc  
33 Ikorodu Road, Jibowu, Lagos  
Email: [info@guineainsurance.com](mailto:info@guineainsurance.com)

5.4 Upon reviewing shareholder concerns, the Board may request a meeting with the shareholder. The request should:

- Provide a detailed agenda of topics to be discussed
- Be coordinated by the Company Secretary, who will confirm meeting arrangements

5.5 the Chairman may grant shareholder requests for meetings without management's presence for sensitive matters. However, directors will primarily adopt a "listen-only" approach and may subsequently review the discussion with management.



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### **6.0 ADMINISTRATION OF THE POLICY**

6.1 The Enterprise Risk Management and Governance Committee is responsible for administering this Policy, reviewing shareholder communications, and addressing concerns in line with corporate governance guidelines.

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### **7.0 REVIEW OF THE POLICY**

7.1 The Enterprise Risk Management and Governance Committee shall review this Policy every four (4) years to ensure its continued relevance and effectiveness. Any recommended changes shall be presented to the Board for approval.