

MINERVA INSURANCE

Nicosia, 2 June 2020

At its meeting of today, the Board of Directors of Minerva Insurance Company Public Ltd (the “Company”) examined, inter alia, matters relating to the Company’s capital structure and decided as follows:

At an Extraordinary General Meeting of the Company to be held on Wednesday, 15 July 2020 at 11.00 a.m. at the Head Offices in Nicosia, 165 Athalassas Ave., Anna Maria Court, 2024 Strovolos, the Board will propose the approval of the following:

1. (a) That the Company proceeds to the issue of up to 21,585,106 ordinary shares of a nominal value of €0.17 each, as fully paid bonus shares to all of the Company’s existing shareholders as at 28/072020 (the “Record Date”), to be allotted, pro rata, with a capitalization of up to €3,669,468.02 from the share premium reserve. The shares will be issued and allotted on the same terms and rights as the rest of the Company’s shares.

(b) That fractions of new ordinary shares resulting from the allotment of the bonus shares are not issued and the Board of Directors will treat any fractional balances related to the allotment of fully paid bonus shares at its discretion.
2. (a) That the Company’s nominal share capital be converted from €17,000,000 divided into 100,000,000 ordinary shares of a nominal value of €0.17 each to €17,000,000 divided into 1,700,000,000 ordinary shares of a nominal value of €0.01 each.

(b) That the Company’s issued share capital, as converted after the aforesaid issue of bonus shares, be reduced from €17,000,000 divided into 100,000,000 ordinary shares of a nominal value of €0.17 each to €1,000,000 divided into 100,000,000 ordinary shares of a nominal value of €0.01 each.

(c) That the amount of €16,000,000 which will result from the reduction of the nominal value of the shares be used as follows: (a) the amount of €15,572,638 for the depreciation of accumulated losses of the Company in accordance with the audited financial statements of 31/12/2019 and (b) the amount of €427,362 for the creation of a capital reduction reserve fund.

Further details on the above will be announced at a later stage.

The approval of the above will result in the restructuring of the Company's funds, allowing it to eventually proceed in the future also to a capital increase which, based on the current data and overall circumstances, the Board of Directors deems necessary in order to achieve the objectives and further growth of the Company. To this effect, the Company has already requested a specific consulting firm (The Cyprus Investment & Securities Corporation Ltd (CISCO)), to study possible ways of restructuring the capital and final decisions will be taken by the Company's Board of Directors. Any relevant future decision on this matter will be announced by the Company.

Takis Antoniou

Secretary