



# Notice of Annual General Meeting

Notice is hereby given that the 2<sup>nd</sup> Annual General Meeting of **FCMB Group Plc** (FCMB) will be held at the Shell Hall, MUSON Centre, Onikan Lagos on Thursday, April 23, 2015, at 11.00 a.m. to transact the following:

## ORDINARY BUSINESS

- To receive and consider the Report of the Directors and the Financial Statements for the year ended December 31, 2014, the Auditor's Report thereon and the Audit Committee Report.
- To declare a dividend.
- To approve the appointment of a Director.
- To re-elect Directors that are retiring.
- To approve the remuneration of Directors.
- To authorize the Directors to fix the remuneration of the Auditors.
- To elect members of the Audit Committee.

## Special Business

- To consider and if thought fit pass the following resolution as a special resolution:

"That subject to the approval of Regulatory Authorities, the Company be and is hereby authorised to accept from Development Financial Institutions, Investors and/or Lenders from time to time, investment of up to N40 billion ( Forty Billion Naira) in debt, equity and convertible debt upon such terms and conditions as may be approved by the Directors."

Dated this 24th day of March, 2015

By Order of the Board

**Funmi Adedibu (Mrs.)**  
Company Secretary  
FRC/2014/NBA.0005887

## NOTES

### Proxies

Only a member of the Company entitled to attend and vote at the general meeting is allowed to appoint a proxy in his/her stead. All valid instruments of proxy should be completed, stamped and deposited at the office of the Company's Registrars, Cardinal Stone Registrars Limited, 358, Herbert Macaulay Way, Yaba, Lagos, not later than 48 hours before the time fixed for the meeting.

### Closure of register

The Register of members will be closed from March 30, 2015 to April 3, 2015 (both days inclusive).

### Dividend

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend warrants will be posted on April 24, 2015 to members so entitled, whose names appear in the register of members at the close of business on March 27, 2015

### Audit Committee

In accordance with Section 359 (5) of the Companies & Allied Matters Act Cap C20 Laws of the Federation of Nigeria 2004, a shareholder may nominate a shareholder for appointment to the Audit Committee. Such nomination should be in writing and reach the Company Secretary not less than 21 days before the Annual General Meeting.

**FCMB GROUP PLC**

RC: No 1079631

01 279 8800, 0700 3262692265 | www.fcmb.com



# Proxy Form

**2ND ANNUAL GENERAL MEETING** to be held at the Shell Hall, MUSON Centre, Onikan, Lagos on **Thursday, April 23, 2015 at 11.00 a.m**

I/We..... being a member/members of FCMB Group Plc hereby appoint \*

(Block Capital Please)

Or failing him/her, the Chairman of the Meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of FCMB Group Plc which will be held at Shell Hall, MUSON Centre, Onikan, Lagos at 11.00 a.m. on Thursday, April 23, 2015 or at any adjournment thereof.

Dated this.....day of.....2015.

Shareholder's Signature.....

## NOTE:

- A member (shareholder) who is unable to attend the Annual General Meeting is allowed by law to vote by proxy and the above Proxy form has been prepared to enable you exercise your right to vote in case you cannot personally attend the meeting.
- Following the normal practice, the Chairman of the meeting has been entered on the form to ensure that someone will be at the meeting to act as your proxy, but if you wish, you may insert in the blank space (marked\*) the name of any person, whether a member of the Company or not, who will attend the meeting and vote on your behalf.
- Please sign and post the proxy form so as to reach "The Registrar, Cardinal Stone Registrars Limited, 358 Herbert Macaulay, Yaba, Lagos, not later than 48 hours before the time appointed for the meeting and ensure that the proxy form is dated, signed and stamped by the Commissioner for Stamp Duties.
- If executed by a corporate body, the proxy form should be sealed with the Common Seal or under the hand of an officer or Attorney duly authorized in that behalf.

# Resolution

	RESOLUTIONS	For	Against	Abstain
1	To receive and consider the Report of the Directors and the Financial Statements for the year ended December 31, 2014, the Auditor's Report thereon and the Audit Committee Report.			
2	To declare a dividend.			
3	To approve the appointment of a Director.			
4	To re-elect Directors that are retiring.			
5	To approve the remuneration of Directors.			
6	To authorise the Directors to fix the remuneration of the Auditors.			
7	To elect members of the Audit Committee.			
To consider and if thought fit pass the following resolution as a special resolution				
8	That subject to the approval of Regulatory Authorities, the Company be and is hereby authorised to accept from Development Financial Institutions, Investors and/or Lenders from time to time, investment of up to N40 billion (Forty Billion Naira) in debt, equity and convertible debt upon such terms and conditions as may be approved by the Directors.			



**BEFORE POSTING THE ABOVE CARD, TEAR OFF THIS PART AND RETAIN IT.**

## ADMISSION CARD

**FCMB GROUP PLC**  
**2nd Annual General Meeting**

PLEASE ADMIT ONLY THE SHAREHOLDER NAMED ON THIS CARD OR HIS DULY APPOINTED PROXY TO THE 2<sup>ND</sup> ANNUAL GENERAL MEETING BEING HELD AT THE SHELL HALL, MUSON CENTRE, ONIKAN, LAGOS ON THURSDAY, APRIL 23, 2015 AT 11.00 A.M.

NAME OF SHAREHOLDER/PROXY

SIGNATURE

ADDRESS

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRARS



# Electronic Delivery Mandate Form

Dear Sir/Madam,

To enable you receive your Annual Reports promptly, your Company has introduced electronic delivery of Annual Returns and accounts, Proxy Forms and other statutory documents to shareholders.

With this service, instead of receiving the hard copy of our annual reports and other corporate documents, you can elect to receive a soft copy of the Annual Report, Proxy Form, etc through the electronic link to be forwarded to your e-mail address or opt to receive the soft copy (Compact Disk) of the Annual Report by post.

Please complete this self-addressed form to capture your preference and return the completed form to:

The Registrar,  
Cardinal Stone Registrars Limited or any of their branch offices nationwide  
358, Herbert Macaulay Way,  
Yaba, Lagos

or any of their branch offices nationwide

Mrs. Funmi Adedibu  
Company Secretary

I, \_\_\_\_\_ OF \_\_\_\_\_

HEREBY AGREE TO THE ELECTRONIC DELIVERY OF ANNUAL REPORT, PROXY FORM, PROSPECTUS, NEWSLETTER AND STATUTORY DOCUMENTS OF FCMB GROUP PLC TO ME THROUGH;

PLEASE TICK ONE OPTION ONLY

- ELECTRONIC COPY VIA A COMPACT DISK (CD) SENT TO MY POSTAL ADDRESS
- OR
- I WILL DOWNLOAD FROM THE WEB ADDRESS FORWARDED TO MY EMAIL ADDRESS STATED BELOW

MY E-MAIL ADDRESS: \_\_\_\_\_

## DESCRIPTION OF SERVICE

By enrolling in electronic delivery service, you have agreed to receive future announcements/shareholder communication materials stated above by E-mail. Compact Disc (CD)/Internet Address (URL). These materials can be made available to you electronically either semi-annually or annually. Annual Report, Proxy Form, Prospectus and Newsletters are examples of shareholder communications that can be made available to you electronically. The subscription enrolment will be effective for all your holdings in FCMB Group Plc on an on-going basis unless you change or cancel your enrolment.

This initiative is in line with our determination to help protect and sustain our planet's environment and the consolidated SEC Rule 128 (6) of September 2011 which states that "A Registrar of a public company may dispatch Annual Reports and Notices of Meetings to shareholders by electronic means"

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Name (Surname First)

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Signature and Date

**FCMB GROUP PLC**

RC: No 1079631