

# NOTICE OF COURT ORDERED MEETING OF FCMB PLC

IN THE FEDERAL HIGH COURT OF NIGERIA  
HOLDEN AT LAGOS

SUIT NO. FHC/L/CS/1082/2012

IN THE MATTER OF THE INVESTMENTS AND SECURITIES ACT NO. 29 OF 2007 (ISA)  
AND IN THE MATTER OF AN APPLICATION UNDER PART XII OF THE ISA AND

IN RE:

FIRST CITY MONUMENT BANK PLC (RC 46713)

...1ST APPLICANT

FINBANK PLC (RC 112876)

...2ND APPLICANT

## MEETING OF THE HOLDERS OF THE FULLY PAID ORDINARY SHARES OF FIRST CITY MONUMENT BANK PLC.

NOTICE IS HEREBY GIVEN that by an order of the Federal High Court sitting in Lagos, dated 12<sup>th</sup> day of September 2012, made in the above matter, the Court has directed that a meeting of the holders of the fully paid up ordinary shares of First City Monument Bank Plc (or the "Company") be convened and held for the purpose of considering and if thought fit, approving (with or without modification) a scheme of merger between First City Monument Bank Plc and FinBank Plc pursuant to Part XII of the ISA (the "Scheme"). The Scheme is explained in detail in the Explanatory Statement contained on Pages 12 to 16 of the Scheme Document. The meeting will be held at **Shell Nigeria Hall, Muson Centre, Lagos Island, Lagos**, on the **21st day of September 2012 at 9:00am**, at which place and time all the aforesaid shareholders are requested to attend.

At the meeting, the following sub-joined resolutions will be proposed and, if thought fit, passed as a special resolution of the Company:

1. *"That the Scheme of Merger between the Company and FinBank Plc, dated the 11th day of September 2012, a printed copy of which has been submitted to the meeting and, for purposes of identification, endorsed by the Chairman, be and is hereby approved; and that the Directors be and are hereby authorised to consent to any modification of the Scheme that the Securities and Exchange Commission ("SEC"), and or the Court shall deem fit to impose and approve."*
2. *"That all legal proceedings, claims and litigation matters pending or contemplated by or against FinBank Plc be continued by or against the Company after the Scheme is sanctioned by the Court."*
3. *"That the Solicitors of the Company be and are hereby directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such other incidental, consequential or supplemental orders as are necessary or required to give full effect to the Scheme."*
4. *"That the Directors of the Company be and are hereby authorised to take such other actions and steps as may be necessary or required to give full effect to the Scheme and to the foregoing resolutions."*

Shareholders may vote in person or they may appoint a proxy (whether a shareholder or not) to attend the meeting and vote in their stead.

A proxy form is being sent to each shareholder. In the case of joint shareholders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose, seniority will be determined by the order in which the names of the joint shareholders appear in the register of members of the Company, in respect of the joint shareholding.

It is requested that duly executed and stamped proxy forms (together with any power of attorney or other authority under which the proxy form is signed, or a notarized copy of such power of attorney or other authority) be lodged at the office of CSL Registrars Limited, as shown on the proxy form, not less than 24 hours before the time appointed for the meeting. Please note that the lodging of a proxy form does not prevent you from attending the meeting and voting in person should you so wish. However, in such instances, your proxy will not be entitled to attend the meeting or vote thereat.

Closure of Register of Members

Entitlement to attend and vote at the meeting or any adjournment thereof and the number of votes which may be cast thereat will be determined by reference to the contents of the register of members of the Company on September 19, 2012 at 5:00 p.m. after which the register of members will be closed for purposes of the meeting. Changes to, or entries in, the register of members of the Company after that date and time shall be disregarded for purposes of the meeting.

By the order of the Court convening the meeting, the Court appointed Dr. Jonathan Long or failing him, Mr. Ladi Balogun, or failing them both, any other Director of the Company so appointed in their stead, to act as Chairman of the meeting and has directed the Chairman of the meeting to report the results thereof to the Court.

The Scheme will be subject to the subsequent approval of the SEC, and the sanction of the Court.

Dated this 12<sup>th</sup> day of September 2012

**BANWO & IGHODALO**

98, Awolowo Road

South West Ikoyi, Lagos

(Solicitors to First City Monument Bank Plc)

ANY MEMBER ENTITLED TO ATTEND THE MEETING WHO DOES NOT RECEIVE A COPY OF THE SCHEME DOCUMENT WITHIN 5 (FIVE) DAYS OF THIS NOTICE CAN OBTAIN A COPY FREE OF CHARGE FROM CSL REGISTRARS LIMITED AND FROM BRANCHES OF FIRST CITY MONUMENT BANK PLC IN THE CAPITALS OF EACH STATE IN NIGERIA. COPIES OF THE SCHEME DOCUMENT CAN ALSO BE DOWNLOADED FROM THE FOLLOWING WEBSITE: <http://www.firstcitygroup.com>

## PROXY FORM

### First City Monument Bank PLC

Court-Ordered Meeting to be held at September 21, 2012 at Shell Nigeria Hall, Muson Centre, Lagos Island, Lagos at 9:00am

I/We (*Block capitals please*)

.....  
being a member / members of FCMB, hereby appoint  
(*Block capitals please*)  
\*\*

.....  
or failing him, the Chairman of the Meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Court-Ordered Meeting of the Bank to be held at 9:00 am on September 21, 2012 or at any adjournment thereof.

Dated this .....day of.....2012

Shareholder's Signature.....

SPECIAL RESOLUTIONS	
1.	"That the Scheme of Merger between the Company and FinBank Plc, dated the 11 <sup>th</sup> day of September 2012, a printed copy of which has been submitted to the meeting and, for purposes of identification, endorsed by the Chairman, be and is hereby approved; and that the Directors be and are hereby authorised to consent to any modification of the Scheme that the Securities and Exchange Commission ("SEC"), and or the Court shall deem fit to impose and approve."
2.	"That all legal proceedings, claims and litigation matters pending or contemplated by or against FinBank Plc be continued by or against the Company after the Scheme is sanctioned by the Court."
3.	"That the Solicitors of the Company be and are hereby directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such other incidental, consequential or s upplemental orders as are necessary or required to give full effect to the Scheme."
4.	"That the Directors of the Company be and are hereby authorised to take such other actions and steps as may be necessary or required to give full effect to the Scheme and to the foregoing resolutions."

#### NOTE:

- (1) A member (shareholder) who is unable to attend the Court-Ordered Meeting is allowed by law to vote by proxy and the above proxy form has been prepared to enable you to exercise your right to vote in case you cannot personally attend the meeting.
- (2) 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 Bank or not, who will attend the meeting and vote on your behalf.
- (3) Voting at the meeting will be by poll.
- (4) Please sign and post the proxy form so as to reach "The Company Secretary, Mrs. Olajumoke P. Bakare, FCMB, 17A Tinubu Street, Lagos" not less than 24 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.
- (5) The member (shareholder) or his/her duly appointed proxy must detach and produce the Admission Card to obtain entrance to the meeting.
- (6) The completion and despatch of the proxy form does not prevent the attendance of the member should he/she become free to attend in person.
- (7) The details in the Scheme of Merger provide information on the material features of the proposed share capital reorganisation and the general effect thereof upon the rights of existing shareholders of the Bank whilst also providing information essential to a shareholder's appraisal of the action to be taken with regards to the reorganisation.

For	Against	Abstain
Please indicate how you wish your votes to be cast on the resolution set out above by indicating "x" in the appropriate space. Unless, otherwise instructed the proxy will vote or abstain from voting at his discretion		



Before posting the above form, please tear off this part and retain it for admission to the meeting

### First City Monument Bank Plc

### COURT - ORDERED MEETING ADMISSION CARD

Please admit the Shareholder named on this Card or duly appointed proxy to the Court-Ordered Meeting of the Company to be held at 9:00 am on September 21, 2012 at Shell Nigeria Hall, Muson Centre, Lagos Island, Lagos.

Name and address of Shareholder

Number of Shares

Account number

<input type="checkbox"/>
<input type="checkbox"/>

Shareholder

Proxy

Please tick [ ] appropriate box before admission to the meeting

Signature .....

**THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE COMPANY SECRETARY.**