



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 3<sup>rd</sup> Annual General Meeting of FCMB Group Plc (FCMB) will be held at the Shell Hall, MUSON Centre, Onikan Lagos on Friday 29 April, 2016 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 31 December, 2015, the Auditors' Report thereon and the Audit Committee Report.
- To declare a dividend.
- To re -elect Directors that are retiring.
- To approve the remuneration of Directors.
- To authorise the Directors to fix the remuneration of the Auditors.
- To elect members of the Audit Committee.

Dated this 4th day of April, 2016

By Order of the Board

**Funmi Adedibu (Mrs.)**  
Company Secretary  
FRC/2014/NBA/00000005887

### NOTES

#### Proxies

Only a member (shareholder) of the Company entitled to attend and vote at the Annual 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: CardinalStone 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 13 April, 2016 to 19 April, 2016 (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 2 May, 2016 to members, whose names appear in the register of members at the close of business on 12 April, 2016.

#### 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.

#### Rights of Securities' Holders to ask questions

Securities' Holders have a right to ask questions not only at the meeting, but also in writing prior to the meeting, and such questions must be submitted to the Company on or before 22 April, 2016.

## PROXY FORM

3<sup>RD</sup> ANNUAL GENERAL MEETING to be held at the Shell Hall, MUSON Centre, Onikan, Lagos on Friday, 29 April, 2016 at 11.00 a.m

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

\*  
.....  
(Please Use Block Capitals)

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 Annual General Meeting of FCMB Group Plc which will be held at Shell Hall, MUSON Centre, Onikan, Lagos on Friday, 29 April, 2016 at 11.00 a.m or at any adjournment thereof.

Dated this.....day of.....2016.

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 CardinalStone 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 authorised 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 31 December, 2015, the Auditors' Report thereon and the Audit Committee Report.			
2	To declare a dividend.			
3	To re-elect Directors that are retiring: <ol style="list-style-type: none"> <li>Mr. Olutola O. Mobolurin;</li> <li>Prof Oluwatoyin Ashiru; and</li> <li>Dr (Engr) Gregory O. Ero</li> </ol>			
4	To approve the remuneration of Directors.			
5	To authorise the Directors to fix the remuneration of the Auditors.			
6	To elect members of the Audit Committee.			



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

### ADMISSION CARD

**FCMB GROUP PLC**  
3<sup>rd</sup> Annual General Meeting

PLEASE ADMIT ONLY THE SHAREHOLDER NAMED ON THIS CARD OR HIS DULY APPOINTED PROXY TO THE 3<sup>RD</sup> ANNUAL GENERAL MEETING BEING HELD AT THE SHELL HALL, MUSON CENTRE, ONIKAN, LAGOS ON FRIDAY 29 APRIL 2016 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 to receive your shareholder communications promptly, FCMB has introduced the electronic delivery of its Annual Report and Accounts, proxy forms and other statutory documents to shareholders.

With this service, instead of receiving a 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 either as a link to a downloadable version of the report that will be sent to your email address or on a compact disk (CD), which will be posted to you.

Please complete this form to register your preference and return the completed form to:

**The Registrar,**  
CardinalStone Registrars Limited,  
358, Herbert Macaulay Way,  
Yaba, Lagos

or any of the Registrar's offices nationwide

**Mrs. Funmi Adedibu**  
Company Secretary

I  OF

HEREBY AGREE TO THE ELECTRONIC DELIVERY OF FCMB GROUP PLC'S ANNUAL REPORTS, PROXY FORMS, PROSPECTUSES, NEWSLETTERS AND STATUTORY DOCUMENTS TO ME THROUGH;

PLEASE TICK ONLY ONE OPTION

AN ELECTRONIC COPY VIA COMPACT DISK (CD) SENT TO MY POSTAL ADDRESS

I WILL DOWNLOAD FROM THE WEB ADDRESS FORWARDED TO MY E-MAIL ADDRESS STATED BELOW

CONTINUE RECEIVING THE REPORT IN HARD COPY TO MY POSTAL ADDRESS

MY E-MAIL ADDRESS:

HOW OFTEN WILL YOU LIKE TO RECEIVE THEM:  ANNUALLY  SEMI-ANNUALLY

### **DESCRIPTION OF SERVICE**

By enrolling in the electronic delivery service, you have agreed to receive all future announcements/shareholder communications as stated email. These communications can be made available to you either semi-annually or annually. Annual reports, proxy forms, prospectus and newsletters are examples of the shareholder communications that can be made available to you electronically. Enrolment to our electronic delivery service will be effective for all your holdings in FCMB Group Plc on an ongoing basis unless you change or cancel your enrollment.

The 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) Signature and Date