

Notice of Annual General Meeting

Notice is hereby given that the 10th Annual General Meeting of FCMB Group Plc (the Company) will be held Virtually on Friday 28 April 2023 at 11.00 am to transact the following:

Ordinary Business

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the year ended 31 December 2022, the Auditor's Report thereon and the Audit Committee Report.
2. To declare a dividend.
3. To re-elect the following Directors who are retiring by rotation:
 - i. Mrs. Olapeju Sofowora
 - ii. Mrs. Tokunboh Ishmael
 - iii. Ms. Muibat Ijaiya
4. To authorise the Directors to fix the remuneration of the Auditors.
5. To disclose the remuneration of managers of the Company.
6. To elect members of the Audit Committee.

Dated this 4th day of April 2023.

By Order of the Board



Mrs Olufunmilayo Adedibu
Company Secretary
FRC/2014/NBA/00000005887

NOTES:

Proxy

Only a member (shareholder) of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. All valid instruments of proxy should be completed and deposited at the office of the Company's Registrars, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Way, Sabo Yaba, Lagos; Or via email to registrars@cardinalstone.com not later than 48 hours before the time fixed for the meeting.

Virtual Meeting Link

Further to the signing into law of the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The Virtual Meeting Link for the Annual General Meeting is <https://on.fcmb.com/AGM>. The Virtual Meeting Link will also be available on the Company's website.

Closure of Register

The Register of Members will be closed from 14 April 2023 to 18 April 2023 (both days inclusive).

Dividend Payment

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend will be credited on Friday 28 April 2023 to mandated accounts of members so entitled, whose names appear in the register of members at the close of business on 13 April 2023.

Unclaimed Dividends

Shareholders are hereby informed that several dividends remain unclaimed or are yet to be presented for payment or returned to the Registrars for revalidation. A schedule of members who are yet to claim their dividend will be circulated to shareholders along with the Annual Report and Financial Statements. Any Shareholder affected by this is advised to contact the Company's Registrars, CardinalStone Registrars Limited, 335/337, Herbert Macaulay Way, Yaba, Lagos.

Audit Committee

In accordance with Section 404 (6) of the Companies and Allied Matters Act 2020, any 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.

The Companies and Allied Matters Act 2020 provide that all members of the Audit Committee shall be financially literate.

The Code of Corporate Governance issued by the Securities and Exchange Commission also stipulates that members of the Audit Committee should have basic financial literacy and should be able to read financial statements. Thus, a detailed curriculum vitae confirming the nominee's adequate qualifications should be submitted with each nomination.

Rights of Shareholders to Ask Questions

Shareholders and other holders of the Company's securities reserve the right to ask questions not only at the meeting, but also in writing prior to the meeting, and such questions should be submitted to the Company on or before 21 April 2023