



## NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given** that the 9th Annual General Meeting of **FCMB Group Plc (the Company)** will be held at First City Plaza, 44 Marina, Lagos on Wednesday 27 April 2022 at 11.00 am to transact the following:

### ORDINARY BUSINESS

- To receive and consider the Report of the Directors and the Audited Financial Statements for the year ended 31 December 2021, the Auditor's Report thereon and the Audit Committee Report.
- To declare a dividend.
- To approve the appointment of Directors.
- To re-elect Directors that are retiring by rotation.
- To authorise the Directors to fix the remuneration of the Auditors.
- To disclose the remuneration of managers of the Company.
- To elect members of the Audit Committee.

### SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
  - "That pursuant to section 868 of the Companies and Allied Matters Act 2020, which defines 'share capital' to mean 'issued share capital of a company at any given time', the Directors be and are hereby authorized to take steps to comply with the requirements of the Companies and Allied Matters Act (CAMA), 2020 and the Company Regulations, 2021 as it relates to unissued shares currently standing to the capital of the company, including the cancellation of the unissued shares of the company"
  - "That Clause 6 of the Company's Memorandum and Articles of Association be altered to comply with Resolution 8(i) above, and replace the provision stating 'the authorised share capital' with 'the issued share capital'"
  - "That to give effect to this Resolution, the Board be and is hereby authorised to do all such acts/ deeds and give such directions as may be necessary or expedient and settle any concern that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable (including filing all required returns at the Corporate Affairs Commission) and its decision shall be final and binding."

Dated this 1st Day of April, 2022

#### By Order of the Board

**Mrs. Olufunmilayo Adedibu**  
Company Secretary

FRC/2014/NBA/00000005887

#### Proxy

As a responsible Corporate Citizen, FCMB Group Plc is mindful of the exceptional challenges posed by the COVID-19 pandemic and conscious of the need for all stakeholders to take steps towards ensuring that the spread of the virus is curbed.

To this end and pursuant to section 254 of the Companies and Allied Matters Act 2020, and as approved by the Corporate Affairs Commission (CAC), Shareholders are hereby informed that the meeting will hold by Proxies in accordance with the CAC guidelines on holding Annual General Meetings of public companies using Proxies.

#### Accordingly, the underlisted persons have been nominated as Proxies:

- Mr Oladipupo Jadesimi
- Mrs Olapeju Sofowora
- Mrs Olufunmilayo Adedibu
- Mrs. Oludewa Thorpe
- Chief Timothy Adesiyon
- Mr Boniface Okezie
- Prince Dr Anthony O. Omojola
- Mrs Bisi Bakare
- Mr. Hamzat Ridhwan

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.

Shareholders are encouraged to send duly executed proxy form(s) appointing any of the listed Proxies and indicating how they wish to vote on each of the Resolutions noted therein. Payment of stamp duties for all instruments of proxy shall be at the company's expense.

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](mailto:registrars@cardinalstone.com) not later than 48 hours before the time fixed for the meeting.

Shareholders and other stakeholders can follow the proceedings of the AGM as the meeting will be streamed live online. The link for the online streaming can be accessed on the Company's website at [www.fcmb.com/agn](http://www.fcmb.com/agn).

For further Enquiries, please contact: [InvestorRelationsUnit@fcmb.com](mailto:InvestorRelationsUnit@fcmb.com) Or [ShareholdersDividendsAndOtherAdminQueries@fcmb.com](mailto:ShareholdersDividendsAndOtherAdminQueries@fcmb.com)

#### Closure of Register

The Register of Members will be closed from 15 April 2022 to 19 April 2022 (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 Wednesday 27 April 2022 to duly mandated accounts of members so entitled, whose names appear in the register of members at the close of business on 14 April 2022.

#### Unclaimed Dividends

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 dividends will be circulated to Shareholders along with the Annual Report and Financial Statements. Members affected are advised to write or call at the office of the Company's Registrars, CardinalStone Registrar Limited, 335/337, Herbert Macaulay Way, Sabo Yaba, Lagos during normal working hours.

#### 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 provides 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 member 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 qualification 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 20 April 2022.

## PROXY FORM AND RESOLUTIONS

**9TH ANNUAL GENERAL MEETING** to be held at First City Plaza, 44 Marina, Lagos on **Wednesday, 27 April, 2022** 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 First City Plaza, 44 Marina, Lagos on Wednesday 21 April 2021 at 11.00 am or at any adjournment thereof.

Dated this.....day of.....2022

Shareholder's Signature.....

#### NOTES:

- A member (shareholder) entitled to attend and vote at the Annual General 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 at 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 out of the nominated Proxies, 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, 335/337 Herbert Macaulay Way, Sabo Yaba, Lagos, not later than 48 hours before the time appointed for the meeting and ensure that the proxy form is dated and signed.
- 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.

RESOLUTIONS		For	Against	Abstain
1	To receive and consider the Report of the Directors. and the Audited Financial Statements for the year ended 31 December 2021, the Auditor's Report thereon and the Audit Committee Report.			
2	To declare a dividend.			
3	To approve the appointment of Directors:			
	i. Ms. Muibat Ijaiya ii. Mr. Gbolahan Joshua			
4	To re-elect Directors that are retiring by rotation:			
	i. Prof. Oluwatoyin Ashiru			
	ii. Dr. (Engr) Gregory Omosigho Ero iii. Alhaji Mustapha Damcida			
5	To authorise the Directors to fix the remuneration of the Auditors.			
6	To disclose the remuneration of managers of the company.			
7	To elect members of the Audit Committee.			
8	"That pursuant to section 868 of the Companies and Allied Matters Act 2020, which defines 'share capital' to mean 'issued share capital of a company at any given time', the Directors be and are hereby authorized to take steps to comply with the requirements of the Companies and Allied Matters Act (CAMA), 2020 and the Company Regulations, 2021 as it relates to unissued shares currently standing to the capital of the company, including the cancellation of the unissued shares of the company"  "That Clause 6 of the Company's Memorandum and Articles of Association be altered to comply with Resolution 8(i) above, and replace the provision stating 'the authorised share capital' with 'the issued share capital'"  "That to give effect to this Resolution, the Board be and is hereby authorised to do all such acts/ deeds and give such directions as may be necessary or expedient and settle any concern that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable (including filing all required returns at the Corporate Affairs Commission) and its decision shall be final and binding."			