



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 8th Annual General Meeting of **FCMB Group Plc (the Company)** will be held at First City Plaza, 44 Marina, Lagos on Wednesday 21 April 2021 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 2020, the Auditor's Report thereon and the Audit Committee Report.
- To declare a dividend.
- 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.

Dated this 27th day of March 2021

By Order of the Board

Mrs. Olufunmilayo Adedibu

Company Secretary

FRC/2014/NBA/00000005887

Attendance By Proxy

In view of the directives on physical distancing and the restriction on maximum number of people at every gathering due to the COVID-19 pandemic, the meeting will hold by Proxy in accordance with section 254 of the Companies and Allied Matters Act 2020 and as approved by the Corporate Affairs Commission.

The underlisted persons have been nominated as Proxies:

- Mr Oladipupo Jadesimi
- Mrs Olapeju Sofowora
- Mrs Olufunmilayo Adedibu
- Sir Sunny Nwosu
- Chief Timothy Adesiyan
- Mr Boniface Okezie
- Mr Gbenga Idowu
- Mrs Bisi Bakare

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/agm.

For further Enquiries, please contact:

InvestorRelationsUnit@fcmb.com Or

ShareholdersDividendsAndOtherAdminQueries@fcmb.com

NOTES

Proxies

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.

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.

Closure of Register

The Register of Members will be closed from 9 April 2021 to 13 April 2021 (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 21 April 2021 to mandated accounts of members so entitled, whose names appear in the register of members at the close of business on 8 April 2021.

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 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 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 14 April 2021.

PROXY FORM AND RESOLUTIONS

8TH ANNUAL GENERAL MEETING to be held at First City Plaza, 44 Marina, Lagos on **Wednesday, 21 April, 2021** 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.....2021.

Shareholder's Signature.....

NOTE:

- 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 filled, 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 2020, the Auditor's Report thereon and the Audit Committee Report.			
2	To declare a dividend.			
3	To re-elect Directors that are retiring by rotation:			
	i. Alhaji Mustapha Damcida			
	ii. Mrs. Olapeju Sofowora			
	iii. Mrs. Tokunboh Ishmael			
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.			



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

ADMISSION CARD

FCMB GROUP PLC
8th Annual General Meeting

PLEASE ADMIT ONLY THE SHAREHOLDER'S DULY APPOINTED PROXY TO THE 8TH ANNUAL GENERAL MEETING BEING HELD AT FIRST CITY PLAZA, 44 MARINA, LAGOS ON WEDNESDAY 21 APRIL 2021 AT 11.00 AM.

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

NAME OF SHAREHOLDER/PROXY

SIGNATURE

ADDRESS

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