



**PROXY FORM AND RESOLUTIONS**

**EXTRAORDINARY GENERAL MEETING to be held virtually on Thursday, December 19th, 2024 at 10.00am**

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 Extraordinary General Meeting of FCMB Group Plc, which will be held virtually at 10.00am on Thursday, December 19th, 2024 or at any adjournment thereof.

Dated this.....day of.....2024

Shareholder's Signature.....

**NOTE:**

- (1) A member (shareholder) entitled to attend and vote at the Extraordinary 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.
- (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 company or not, who will attend the meeting and vote on your behalf.
- (3) Please sign and post the proxy form so as to reach The Registrar, Cardinal Stone 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.
- (4) 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	That the authorised additional capital raise of the Company be and is hereby increased from up to N150,000,000,000.00 (One Hundred and Fifty Billion Naira) to up to N340,000,000,000.00 (Three Hundred and Forty Billion Naira) or its equivalent in such other currency as the Board of Directors of the Company (the "Board" or the "Directors") may decide, through the issuance of securities comprising ordinary shares, preference shares, convertible or non-convertible notes and/or loans, notes, bonds or any other instruments, in the Nigerian and/or international capital markets, either as a standalone issue(s) or by the establishment of capital raising programme(s), whether by way of public offerings, private placements, rights issues and/or such other transaction modes, at such price(s), coupon or interest rates determined through book building or any other acceptable valuation method or combination of methods, in such tranches, series or proportions, within such maturity periods and at such dates and upon such terms and conditions, as may be determined by the Board, subject to obtaining the requisite approvals of the relevant regulatory authorities.			
2	That the Board also be and is hereby authorised to divest a portion of the Company's stake in one or more of its subsidiaries as it may see fit, and as the Board deems fit, invest such portions of the proceeds of the divestments into First City Monument Bank Limited, as parts of steps to meet its capital raise objectives outlined in Resolution 1 above, at such price(s) as may be determined by such valuation methods acceptable to the Board, at such dates and upon such terms and conditions as may be determined by the Board, subject to obtaining the requisite approvals of the relevant regulatory authorities.			
3	That pursuant to the Company's Public Offer which commenced on July 29, 2024 and closed on September 4 2024, that the Company be and is hereby authorized to accept surplus monies (if any) arising from oversubscription of the Public Offer in such proportion as may be determined by the Board, subject to the Company's issued share capital and obtaining relevant regulatory approvals.			

RESOLUTIONS		For	Against	Abstain
4	That the issued share capital of the Company be and is hereby increased from N19,802,710,781.00 (Nineteen Billion, Eight Hundred and Two Million, Seven Hundred and Ten Thousand, Seven Hundred and Eighty One Naira) divided into 39,605,421,562 (Thirty Nine Billion, Six Hundred and Five Million, Four Hundred and Twenty One Thousand, Five Hundred and Sixty Two) ordinary shares of 50k (Fifty Kobo) each by the creation and addition of the exact number of ordinary shares which would be required to give effect to Resolution 1 above.			
5	That pursuant to Resolution 4 above, the Board be and is hereby authorised to: (a) pass the relevant resolutions increasing the Company's issued share capital by the specific number of new ordinary shares required for the capital raise; and (b) allot such said number of new ordinary shares to relevant investors upon completion of the capital raising exercise.			
6	That the new ordinary shares referred to in Resolutions 4 and 5 above shall rank pari-passu with all existing ordinary shares of the Company.			
7	With reference to Resolution 1 above, that the Company be and is hereby authorised to raise capital of up to US\$15,000,000.00 (Fifteen Million, United States Dollars) or its equivalent in Nigerian Naira, via a mandatory convertible loan offered to a select group of qualified investors and that the mandatory convertible loan inclusive of any accrued interest be converted into ordinary shares of the Company on such terms and conditions as the Board may deem fit, subject to obtaining the requisite approvals of the relevant regulatory authorities.			
8	That the Board be and is hereby authorised to seek the listing and admission to trading of its securities issued pursuant to the foregoing resolutions, on the Official List of the Nigerian Exchange Limited (the "NGX"), or on such other stock exchange(s) or securities market(s) (as the case may be).			
9	That the Board be and is hereby authorised to appoint such professional advisers and other parties and to enter into and execute all such agreements, deeds, notices and other documents as may be necessary for and/or incidental to the foregoing resolutions, (including without limitation, the conversion of any convertible securities into ordinary shares of the Company) and that all lawful actions previously taken by the Board with respect to the foregoing resolutions be and are hereby ratified.			
10	That the Board be and is hereby authorised to take such further action and do such further things as may be required to give effect to the above resolutions including but not limited to obtaining the approvals of the relevant regulatory authorities, including the Central Bank of Nigeria, the Securities and Exchange Commission and the NGX as well as complying with the requirements of the Corporate Affairs Commission (the "CAC") and the directive(s) of any relevant regulatory authority.			
11	That the Company Secretary be and is hereby authorized to do all things necessary to give effect to the resolutions passed at this EGM at the CAC.			



### 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 disc (CD), which will be posted to you.

Please complete this form to register your preference and return the completed form to: the Registrar, Cardinal Stone Registrars Limited 335/337 Herbert Macaulay Way, Sabo Yaba, Lagos or any of the Registrar's offices nationwide.

**Mrs. Olufunmilayo 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 disc (CD) sent to my postal address, or
- I will download from the web address forwarded to my email address stated below
- Continue receiving the report in hard copy to my postal address
- My email address:

How often would 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 below, by email. These communications can be made available to you either semi-annually or annually.

Annual reports, proxy forms, prospectuses 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 enrolment.

This 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".

**Name (surname first)**

\_\_\_\_\_  
\_\_\_\_\_

**Signature**

**Date**

\_\_\_\_\_  
\_\_\_\_\_

+234(0) 1 279 8800

[www.fcmbgroup.com](http://www.fcmbgroup.com)