

## **PRESS RELEASE**

### **FCMB, FinBank Merger Nears Completion**

#### **...As FinBank Preference Shareholders approve redemption of shares**

Lagos: Monday, December 05, 2011 - First City Monument Bank (FCMB) Plc's business combination transaction with FinBank Plc, yesterday (Monday, December 05, 2011) recorded a significant milestone towards its completion, as holders of the issued and fully paid Preference Shares of FinBank voted in favour of variation/redemption of their preference shares by a significant majority in a Court-Ordered meeting held in Lagos.

In considering the scheme, at the meeting which was witnessed by regulatory authorities, the Shareholders approved the resolutions that the irredeemable non-cumulative Preference Shares of the Bank be varied into redeemable non-cumulative preference shares.

Chairman of FinBank Board of Directors, Dr. John Udofa, who presided over the meeting, remarked that "in view of the number of votes and the result we have just received, the resolutions have been successfully carried".

Also approved is a resolution that the bank be granted the option to redeem the varied shares and that the right of the Preference Shareholders in the varied shares be converted to the right to receive the sum of one Naira (N1) per varied share.

The Chairman had, in a speech before the vote, urged shareholders to vote in favour of the Scheme as the Board considered the terms of the scheme fair and reasonable. He noted that the Scheme ensures positive returns to the preference shareholders and avoids a potential total loss in value to Preference Shareholders were FCMB not pursuing the acquisition.

The ordinary shareholders of FinBank had at a Court –Ordered meeting on September 29, 2011, passed a resolution approving the scheme of merger between FinBank and FCMB.

The combination when fully consummated will result in a bank with significantly larger market share in terms of customers, branches and assets. Furthermore, the merger will not only produce fresh opportunities for shareholder value creation and enhance the capabilities of the two banks, but would also result in a world class banking institution with better products, service levels and an overall improved customer experience.

Signed

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