



FCMB



FCMB Group Plc

Facts Behind the Listing



Introduction

Key Considerations

The Scheme

FCMB Group Plc

Outlook



About FCMB

- ❖ **FCMB Group Plc - a full service banking group, headquartered in Lagos, Nigeria**
- ❖ **Early origins in investment banking as City Securities Limited in 1977**
- ❖ **FCMB Plc, established in 1982, listed by introduction on 21 December 2004**
- ❖ **Successfully transformed into a retail and commercial banking-led group**
- ❖ **Now one of the leading financial services institutions in Nigeria:**
 - 2 million customers
 - 275 branches across Nigeria and presence in the UK (FSA-authorized investment banking subsidiary) and a representative office in the Republic of South Africa
 - Top-9 bank by total assets
 - Top-8 lender in the country
 - Subsidiaries that are market leaders in their respective segments
 - Recently reorganised, with **FCMB Group Plc** as holding company, and FCMB Plc (the bank) remaining the key driver of value and growth, and accounting for 98% and 88% of total assets and capital respectively
 - **Vision ‘to be the premier financial services group of African origin’**
 - Building a unique proposition as the leading retail lender in Nigeria and a customer-focused full service banking group



Background to HoldCo

- ❖ In 2010, the CBN issued “Regulation 3” (scope of banking activities and ancillary matters, No. 3, 2010), which required banks to divest their non-banking businesses or retain them under a holding company (“HoldCo”) structure
- ❖ In response, FCMB Plc proposed a restructuring of its businesses into a holding company structure (“HoldCo”) and secured CBN’s approval of the Compliance Plan in December 2011¹
- ❖ Shareholders approved the Scheme of Arrangement to implement HoldCo at a Court Ordered Meeting in December 2012 and CAC certified the scheme in the same month
- ❖ Implementation of the scheme is almost concluded with the delisting of the bank on 21 June 2013 and the listing of **FCMB Group Plc** as the holding company today

1. An approval-in-principle was granted in June 2011



Introduction

Key Considerations

The Scheme

FCMB Group Plc

Outlook



Rationale for HoldCo

The over-riding goal is to leverage FCMB Group Plc, to create shareholder value. Specifically:

- ❖ Ensure regulatory compliance
- ❖ Enhance enterprise-wide risk management and governance
- ❖ Create more focus in each of our distinct competencies (commercial banking and investment banking)
- ❖ Improve group efficiency – significant value add from lean HoldCo
- ❖ Facilitate a more focused engagement of shareholders, regulators and other stakeholders



Introduction

Key Considerations

The Scheme

FCMB Group Plc

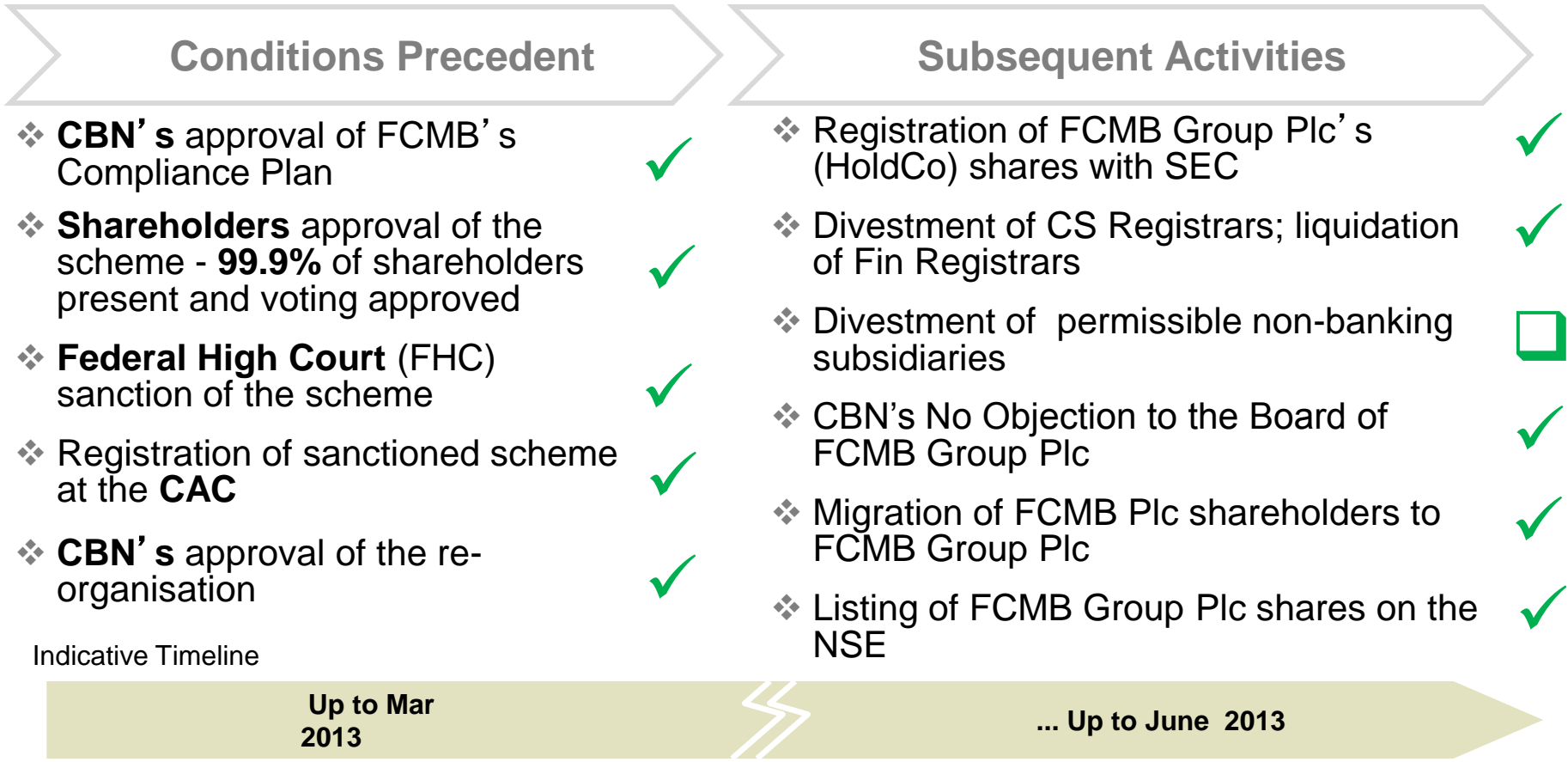
Outlook





The reorganisation, with FCMB Group Plc as holding company, is almost complete

The reorganisation is being implemented via a Scheme of Arrangement, pursuant to S106 to S111 and 539 of CAMA, Cap C20, LFN 2004. The mechanics are as follows:



Key: Completed In Progress

Shares have been exchanged on a 1-for-1 basis, in a manner that protects shareholders



- ❖ All fully paid ordinary shares of FCMB Plc (“the Bank”) have been exchanged for the ordinary shares of FCMB Group Plc (“Holdco”); the shareholders of FCMB Plc:
 - RECEIVED a total of 19,041,068,033 ordinary shares in FCMB Group Plc, credited as fully paid
 - IN EXCHANGE FOR a total of 19,041,068,033 ordinary shares in FCMB Plc held by them

- ❖ In essence:
 - **Each shareholder of FCMB Plc (“the Bank”) received one (1) ordinary share in FCMB Group Plc (HoldCo) in exchange for every one (1) ordinary share held in FCMB Plc as at 21 June 2013**
 - **Former shareholders of FCMB Plc own FCMB Group Plc 100%, and continue to own all the subsidiaries, save for those divested**
 - **Former shareholders of FCMB Plc own FCMB Group Plc in the same proportion as their holding in FCMB Plc**

Subsidiaries are being divested to fulfil the requirements of the scheme and strategic goals



Subsidiary	Rationale for Divestment
Fin Registrars Ltd	Non Permissible
City Securities (Registrars) Ltd	
FinBank Capital Ltd	
FinBank Homes Ltd	
FinBank Securities & Asset Management Ltd	Permissible, but non strategic
FinBank Insurance Brokers Ltd	
FinBank Insurance Company Ltd	
Arab Gambian Islamic Bank Ltd	



Introduction

Key Considerations

The Scheme

FCMB Group Plc

Outlook





Corporate Information (1/2)

Name	FCMB Group Plc
Office address	44 Marina Street, Lagos
Ticker symbol	FCMB
No of shares	19,041,068,033
No of shareholders	529,632 ¹
Shareholders' funds	N130.89 billion ²
Regulators	<ul style="list-style-type: none"> ❖ Central Bank of Nigeria (CBN) ❖ Securities and Exchange Commission (SEC) ❖ Nigerian Stock Exchange (NSE)

1. Based on number of shareholders as at 21 June 2013

2. Based on shareholders funds per 2012 audited accounts



Corporate Information (2/2)

Subsidiaries

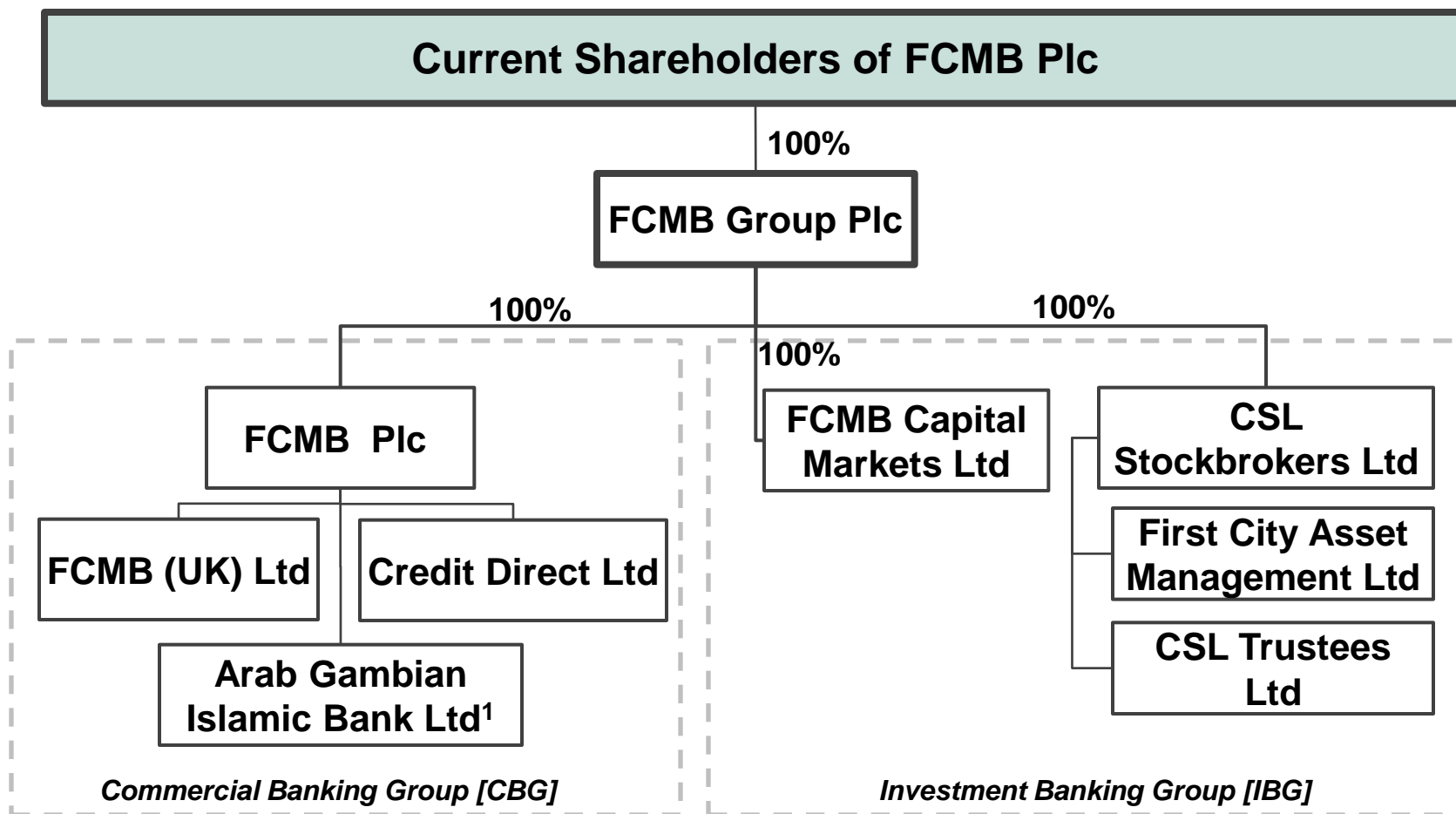
- ❖ First City Monument Bank Plc¹ (direct)
- ❖ FCMB Capital Markets Limited (direct)
- ❖ CSL Stockbrokers Limited (direct)
- ❖ FCMB UK Limited (indirect)
- ❖ Credit Direct Limited (indirect)
- ❖ Arab Gambian Islamic Bank Limited (indirect)
- ❖ First City Asset Management Limited (indirect)
- ❖ CSL Trustees Limited (indirect)

Note:

1. To be taken private



FCMB Group Plc is organised to ring-fence depositors from non-core banking activities, and increase focus on distinctive competencies



Note:

1. To be disposed-off

The Board of FCMB Group Plc is drawn from the Board of the Bank (1/5)



Dr. Jonathan A.D. Long – Chairman

- Dr. Jonathan Long holds Bachelors (1967) and Masters (1970) degrees from Balliol College and a Doctorate degree (1973) from St. Anthony's College, both at Oxford University in the U.K.
- Dr. Long was the Managing Director of FCMB Plc between 1987 and 2005. Prior to that, he was the Deputy Managing Director of the bank between June 1985 and April 1987. and had also worked with William & Glyn's Bank Limited, Charterhouse Japhet Limited in London, Charterhouse Japhet (Suisse) S.A in Geneva and later established the operations of Standard Chartered Bank Plc in Geneva, Switzerland in 1982.
- He is currently the Executive Vice Chairman of FCMB Capital Markets Limited. He was until recently, on the board of Kakawa Discount House Limited.
- Dr. Long has over 31 years corporate finance experience.



Mr. Bismarck Rewane – Non-Executive Director

- Mr. Bismarck Rewane holds a Bachelor's degree from the University of Ibadan and is an Associate of The Institute of Bankers, England and Wales.
- Mr. Rewane worked with the First National Bank of Chicago (later became the International Merchant Bank Nigeria Limited) as a General Manager and Treasurer of the Bank. He has also served as a Director of both Lion Bank of Nigeria and Intercity Bank Limited.
- He is currently the Managing Director of Financial Derivatives Company Limited and also serves on the Board of the First City Group Ltd., FCMB (UK) Ltd, Top Feeds Nigeria Ltd., Delta Packaging Nigeria Ltd., Seepec Nigeria Ltd., Nigerian Economic Summit Group, Modant Marine Ltd., Virgin Nigeria Airways Ltd, Nigeria LNG Foundation, UBA Custodian Ltd., UNIC Insurance Plc, Navgas (a Vitol subsidiary), and Guinness Nigeria Plc.
- Mr. Rewane has over 40 years experience in the financial services industry.



The Board of FCMB Group Plc is drawn from the Board of the Bank (2/5)



Mr. Ladi Balogun – Non-Executive Director



- Mr. Ladi Balogun holds a bachelor's degree in Economics from the University of East Anglia, United Kingdom and an MBA from Harvard Business School, United States of America
- Mr. Balogun began his banking career in 1993 at Morgan Grenfell and Co Limited and worked at Citibank in New York before returning to Nigeria as an Executive Assistant to the Chairman / Chief Executive of First City Merchant Bank Limited (which later became Plc) in 1996. He has over 20 years' experience in commercial and investment banking in Europe, the United States of America and Africa.
- He is currently the Group Managing Director / Chief Executive Officer of First City Monument Bank Plc.

Alhaji Mustapha Damcida – Non-Executive Director



- Alhaji Mustapha Damcida has a Diploma in Law from Ahmadu Bello University, Zaria and a B Sc. in Business Administration from the Robert Morris College, Pittsburgh, USA.
- Alhaji Damcida served as a director at the Nigerian American Bank Limited.
- He is the Managing Director/CEO of Damus International Limited, Damus Security Solutions Limited and Damson Properties Limited. He also sits on the boards of Trevi Foundations Ltd, Kewalram Nigeria Ltd, Unique Pharmaceuticals Ltd and Chanrai Nigeria Ltd.

The Board of FCMB Group Plc is drawn from the board of the Bank (3/5)



Mr. O. O. Mobolurin – Non-Executive Director

- Mr. Olutola Mobolurin holds B.Sc in Accounting & Finance from the State University of New York, an MBA from York University, Toronto and is a Fellow of the Chartered Institute of Stockbrokers.
- Mr. Mobolurin had previously worked with Plateau Investments Company, City Securities Limited and Continental Merchant Bank. He also worked with Capital Bancorp Plc as Managing Director and Crusader (Nigeria) Plc as Vice-Chairman & Group Chief Executive Officer. He's currently the Chairman of Capital Bancorp Plc.
- Has over 30 years of varied exposure and experience in the financial services industry.

Mr. Olusegun Odubogun – Non-Executive Director

- Mr. Olusegun Odubogun, a Fellow of the Institute of Chartered Accountants of Nigeria, retired as the CEO of Deloitte West and Central Africa in 2008. He spent his entire 42 year career at the firm. Under his watch, he led the consolidation of Akintola Williams Deloitte in Nigeria with other Deloitte offices in West and Central Africa.
- Over the course of his career, he led the Consulting, Advisory, Audit and Tax divisions of the firm, serving clients and creating shareholder value in numerous sectors including companies in the public, financial, consumer and oil and gas space. He also served as a member of the African Regional board of Deloitte.
- He is currently on the boards of Poly Products Nigeria Ltd. and Bemil Nigeria Ltd.



The Board of FCMB Group Plc is drawn from the Board of the Bank (4/5)



Mr. Tope Lawani – Non-Executive Director

- Mr. Tope Lawani holds a Bsc. Chemical Engineering from MIT and MBA from HBS.
- He has over 17 years experience in private equity (PE). Mr. Lawani was previously a Partner at eVolution Global Partners LLC, a Principal at Texas Pacific Group and Director at Millicom International Cellular SA.
- He is currently the Managing Director of Helios Investment Partners, a sub-saharan focused PE firm he co-founded. He also serves as a member of the Board of Directors of Phyto-Riker Pharmaceuticals, Ltd. and Equity Bank Limited, Kenya, Vivo Energy, Helios Towers Nigeria, InterSwitch Limited, Helios Towers Africa Limited and Finacity. He additionally serves as a member of the Harvard Law School Dean's Advisory Board and the Overseers' Visiting Committee of the HBS.



Mr. Martin Dirks (Alternate to Mr. Tope Lawani) – Non-Executive Director

- Mr. Martin Dirks holds a degree in System Development from Institute of Information Technology.
- He was previously SVP EMEA at Siemens Mobile Phones. He was also previously CEO of: APM Terminals (subsidiary of the A.P. Moller-Maersk Group); Celtel International (now Bharti Airtel) telecomms (In DRC); Maxx Management (an investment firm in Kazakhstan); Ukrainian Mobile Communications and Holding BV, a Venture Capital Company.
- Mr. Dirks is currently a Partner at Helios Investment Partners and is a member of the Board of Directors of Vivo Energy and Africatel.
- He speaks fluent English, Russian French, German, Ukrainian and Dutch.



The Board of FCMB Group Plc is drawn from the board of the Bank (5/5)



Mr. Peter Obaseki – Managing Director



- Peter Obaseki holds a BSc and MSc in Computer Science as well as an MBA in Finance from the University of Lagos. He has over 27 years working experience cutting across financial consulting and banking.
- Mr. Obaseki commenced his working career with KPMG, Ani, Ogunde & Co and worked at a number of banks before joining First City Monument Bank Plc. in 1997. He was appointed an executive director of FCMB in September 2008. He also served as the Managing Director/CEO of FinBank Plc between February and October 2012.
- Mr. Obaseki is a fellow of the chartered institute of bankers and has attended Columbia Business School, New York, leadership programme.

The reconstituted Board of the Bank reflects the strong corporate governance structure FCMB is known for (1/6)



Otunba Olutola O. Senbore – Chairman

- Otunba Senbore holds a B. Sc, Economics degree from the University of Ibadan.
- He is a fellow of the Institute of Chartered Accountants of Nigeria (ICAN) and the Business Recovery and Insolvency Practitioners Association of Nigeria (BRIPAN).
- He began his career in 1967 with Coopers & Lybrand (now PriceWaterhouse Coopers) where he was a Partner from 1975 to 1991. He subsequently worked with FCMB as an Executive Director from 1991 to 1994 before joining IFAMS Limited (Financial & Management Consultants) in 1994. He served on the Board of First Bank of Nigeria Plc as a Non-Executive Director (1990 to 1991), and on the Board of UBA as a non Executive Director (1992 to 1993). He has over 40 years experience in the financial services industry.
- Otunba Senbore is currently the Chairman of Olutola Senbore & Co (Chartered Accountants).



Dr. John Udofa – Non-Executive Director

- Dr John Udofa holds an HND in Accounting from The Polytechnic, Calabar, an MBA from the University of Ibadan and a doctorate degree from St Clement's University, USA.
- He worked for Benue Agricultural Development Corporation as an accountant and moved on to ICON, where he worked in the International Operations, Area Office Operations, Treasury and Financial Services, Credit and Marketing Departments. He joined Cooperative Development Bank plc (CDB) in 1992. He was appointed Managing Director of CDB in 2002 and joined the board of FCMB in 2005.
- Dr. Udofa was also chairman of the Board of Directors of FinBank Plc between February and October 2012.



The reconstituted Board of the Bank reflects the strong corporate governance structure FCMB is known for (2/6)



Mr. Bismarck Rewane – Non-Executive Director (Independent)

- Mr. Bismarck Rewane holds a Bachelor's degree from the University of Ibadan and is an Associate of The Institute of Bankers, England and Wales.
- Mr. Rewane worked with the First National Bank of Chicago (later became the International Merchant Bank Nigeria Limited) as a General Manager and Treasurer. He has also served as a Director of both Lion Bank of Nigeria and Intercity Bank Limited.
- He is currently the Managing Director of Financial Derivatives Company Limited and also serves on the Board of the First City Group Ltd., FCMB (UK) Ltd, Top Feeds Nigeria Ltd., Delta Packaging Nigeria Ltd., Seepec Nigeria Ltd., Nigerian Economic Summit Group, Modant Marine Ltd., Virgin Nigeria Airways Ltd, Nigeria LNG Foundation, UBA Custodian Ltd., UNIC Insurance Plc, Navgas (a Vitol subsidiary), and Guinness Nigeria Plc.
- Mr. Rewane has over 40 years experience in the financial services industry.



Mrs. Tokunbo Ishmael – Non-Executive Director

- Mrs. Tokunboh Ishmael is an alumnus of London Business School, and the University of London. She is a Chartered Financial Analyst; and a member of the CFA Institute and the board of the African Venture Capital Association.
- She has over 20 years experience spanning investment banking, private equity investing, technology and new business development in the USA, Europe and Africa.
- Mrs. Ishmael was Country Partner for Nigeria at Aureos Capital where she raised \$50m for the Aureos West Africa Fund. Previously, she was an M&A banker at Salomon Smith Barney and Managing Director of Avante Capital Ltd.
- She is a co-founder and managing director of Alitheia Capital.



The reconstituted Board of the Bank reflects the strong corporate governance structure FCMB is known for (3/6)



Mr. Nigel Kenny – Non-Executive Director

• Mr. Nigel Kenny is an alumnus of the University of Surrey, from where he obtained a BSc degree in physics (first class) in 1970 and a Doctorate in Theoretical Physics in 1973. He is also a Fellow of the Institute of Chartered Accountants in England and Wales.

• He began his career with PricewaterhouseCoopers in 1973 as an Audit Manager, rising to become the Deputy Regional Audit Manager. He worked with Chase Manhattan Bank NA between 1982 and 1992, becoming the Vice President and Area Audit Manager for Europe, Middle East and Asia in 1989. He joined Standard Chartered Plc, London in 1992 where he rose to become the Group Executive Director for Finance in 1999, a position he held till he left in 2002.

• Mr. Kenny joined the Board of FCMB Plc in 2007.

Mrs. Mfon Usoro – Non-Executive Director (Independent)

• Mrs. Usoro holds a B.sc Sociology from the University of Calabar, LL.B from the University of Buckingham, B.L from the Nigerian Law School and LL.M from University College London.

• She was the pioneer Director-General and Chief Executive Officer of Nigerian Maritime Administration and Safety Agency, NIMASA from August 2006 to May 2007. She is the Managing Partner of Paul Usoro & Co., a leading law firm in Nigeria.

• Mrs. Usoro has served on a number of presidential and ministerial committees and was chairperson of the ministerial sub-committee of the Maritime Organisation of West and Central Africa (MOWCA) regional Maritime development bank in 2009.

• She is the recipient of several national and international honours and was conferred with the Officier de L'Ord de Mono, a national honour of the Republic of Togo in 2002.



The reconstituted Board of the Bank reflects the strong corporate governance structure FCMB is known for (4/6)



Mr. Ladi Balogun – Group Managing Director/ CEO



- Mr. Ladi Balogun holds a bachelor's degree in Economics from the University of East Anglia, United Kingdom and an MBA from Harvard Business School, USA.
- He began his banking career in 1993 at Morgan Grenfell and Co Limited and worked at Citibank in New York before returning to Nigeria as an Executive Assistant to the Chairman/ Chief Executive of First City Merchant Bank Limited (which later became Plc) in 1996. He has over 20 years' experience in commercial and investment banking in Europe, the United States of America and Africa.
- He is currently the Group Managing Director / Chief Executive Officer of First City Monument Bank Plc.

Mr. Segun Odusanya – Deputy Managing Director



- Mr. Segun Odusanya holds a Bachelors degree in Banking and Finance, as well as a Masters degree in Finance from the University of Lagos. He has attended various managerial courses, including The General Management and Leadership Course at Said Business School, Oxford University.
- He has over 18 years experience garnered across key banking functions, including Client Relationship, Sales, Corporate Banking and Operations. He was the Regional Executive Director, Client Relationship: Standard Chartered Bank, East Africa – covering Uganda, Kenya and Tanzania: a position he held between 2009 and 2011, with major responsibility for driving the group's agenda and strategy for Client Relationship business in East Africa. Prior, Mr. Odusanya occupied different positions in Standard Chartered Nigeria, Zenith Bank, and erstwhile Chartered Bank.
- Mr. Odusanya joined FCMB in August 2011.

The reconstituted Board of the Bank reflects the strong corporate governance structure FCMB is known for (5/6)



Mr. Olufemi Bakre – Executive Director, Lagos & South West



- Mr. Olufemi Bakre holds a Masters degree in Banking/Finance from the University of Lagos as well as a Bachelors degree from the same institution. He is also a member of the Chartered Institute of Bankers, and a fellow of Direct Marketing Association of Nigeria.
- He has held top management positions in Commercial and Merchant Banking businesses for 12 of his 22 years in banking. His experience cuts across Accounts Management, Credit and Financial analysis, Marketing/ Customer Relationship Management, Branch Management/ Co-ordination, Multilaterals, Local & Foreign Financial Institutions Management, Public Sector and Global Custody.
- Mr. Bakre joined FCMB from FBN Plc, where he was Group Head, Public Sector (Lagos Directorate). Previously, he was Group Head, Multilaterals & Financial Institutions.

Mr. Adam Nuru – Executive Director, Abuja & North



- Mr. Adam Nuru holds a Bachelors Degree in Business Administration with specialization in Finance from the Ahmadu Bello University.
- He has over 20 years experience covering Corporate Finance, Consumer Banking, Public Sector, Treasury, Commercial/Retail Banking and Human Resources Management.
- Mr. Nuru began his career at the Nigerian Agricultural & Cooperative Bank. He also worked at Oceanic Bank and FSB International Bank (Now Fidelity Bank), where he headed Public Sector, later Retail Banking (Lagos), and eventually Human Resources Management Group. He joined FCMB in 2005 as Head of Enterprise Management overseeing Human Resources, Administration & Logistics and Branch Development.
- He joined FinBank Plc in 2009 as Executive Director, North and rejoined FCMB as Executive Director Abuja & North, following the merger of FCMB and FinBank in 2012.

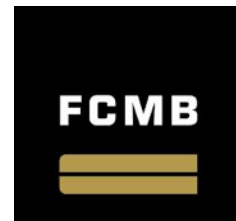
The reconstituted Board of the Bank reflects the strong corporate governance structure FCMB is known for (6/6)



Mr. Nath Ude – Executive Director (Operations and Business Support)



- Mr. Nath Ude holds a Bachelors Degree in Finance from University of Nigeria Nsukka and an MBA from Bayero University, Kano
- He is a seasoned Banker with over 22 years experience in both the international and Nigerian banking environments. He started his banking career with Citibank in 1990, where he held various roles within operations process management, service quality, cash management, controls and general management in Nigeria, South Africa and India
- Mr. Ude left Citibank in 2004 to join Standard Chartered Bank, South Africa where he was the Country Head, Technology and Operations (Wholesale and Consumer Banking). He left Standard Chartered bank, to join FCMB Plc in 2007 as Group Head of Operations, before assuming the position of Divisional Head of Operations and Business Support.
- He joined the Board of FCMB Plc in 2013



Introduction

Key Considerations

The Scheme

FCMB Group Plc

Outlook



A robust and sustainable rebound underway driven by:

- Improving net interest margins from accelerated retail lending and current and savings accounts growth
- Strong retail non-interest income growth (>50% YoY) inspite of COT reduction
- 275 branches and cash centres to distribute loans, gather deposits and provide transaction services
- Sanitised risk asset portfolio with declining loan loss expense
- Strong rebound of corporate banking
- Increasing contribution from investment banking

Resulting in:

- 25%+ forecast loan growth in 2013
- Average PAT growth on course to exceed 35% per annum from 2012 to 2015



Q & A

Description of constituent companies

Company	Profile
First City Monument Bank Plc (FCMB)	FCMB was incorporated in April 20, 1982 and is currently licensed by the CBN to operate as a commercial bank with international authorization. The Bank holds the commercial banking assets of the FCMB Group and is wholly owned by FCMB Group Plc.
FCMB (UK) Limited	FCMB (UK) Limited is an investment banking firm, incorporated and regulated in the United Kingdom, established to service the international corporate finance and investment service requirements of its client base and broaden the reach of its stockbroking services to the UK investors.
Credit Direct Limited (CDL)	CDL is one of Nigeria's leading micro-lending organisations in terms of profitability, asset quality and customer experience. CDL is also one of the fastest growing microlender in Nigeria.
FCMB Capital Markets Limited (FCMB CM)	FCMB CM is licensed by the SEC as an issuing house and financial advisor, The company is the local investment banking advisory arm of the group, specializing in equity and debt capital raising, M&A advisory and other forms of financial advice to top-tier corporates.
CSL Stockbrokers Limited (CSLS)	CSLS was incorporated on September 27, 1977 and is duly registered with SEC as a Broker/Dealer, Investment Advisers and Portfolio Manager. The firm executes a significant share of international portfolio trades on the NSE.
First City Asset Management Limited (FCAM)	FCAM provides portfolio and fund management services to high-net-worth-individuals and institutional clients (mutual funds, endowment and charity funds, insurance companies, pension funds, as well as segregated and special accounts)
CSL Trustees Limited	CSL Trustees was established to engage in the business of trusteeship, provide public and private trusts as well as estate planning services