



PROXY FORM AND RESOLUTIONS

11TH ANNUAL GENERAL MEETING to be held on 24 May 2024 at 10.00 am.

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 hold on Friday 24 May, 2024 at 10.00 am at Balmoral Convention Centre, Federal Palace Hotel, Ahmadu Bello Way, Victoria Island, Lagos 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 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.
- (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.

8.

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 2023, 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. Prof. Oluwatoyin Ashiru OON			
	ii. Dr. (Engr) Gregory Ero .			
	iii. Alhaji Mustapha Damcida			
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.			
7	To consider and if though fit, pass the following as ordinary resolutions:			
	i. "That the Directors' remuneration for the financial year ending December 31, 2024 and for succeeding years until reviewed by the Annual General Meeting be and is hereby maintained at N200,000,000.00 (Two Hundred Million Naira) only."			
	ii. "That the establishment of an Employee Share Option Program be and is hereby approved, and the Directors be and are hereby authorised to do all such things and carry out such acts as they may deem fit to give effect to this approval, subject to complying with applicable laws and regulations and obtaining all requisite regulatory approvals."			

RESOLUTIONS		For	Against	Abstain
iii.	"That the issued share capital of the Company be and is hereby increased from N9,901,355,390.50 (Nine Billion, Nine Hundred and One Million, Three hundred and Fifty Five Thousand, Three Hundred and Ninety Naira, Fifty Kobo divided into 19,802,710,781 (Nineteen Billion, Eight Hundred and Two Million, Seven Hundred and ten Thousand, Seven Hundred and Eighty One) ordinary shares of 50k (fifty Kobo) each, to N19,802,710,781.00 (Nineteen Billion, Eight Hundred and Two Million, Seven Hundred and ten Thousand, Seven Hundred and Eighty One) 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 19,802,710,781 (Nineteen Billion, Eight Hundred and Two Million, Seven Hundred and Ten Thousand, Seven Hundred and Eighty One) ordinary shares of 50k (fifty Kobo) each ranking pari-passu with the existing ordinary shares of the Company (save that such additional ordinary shares shall not be considered for the dividend recommended by the Company in respect of the profit for the year ended 31 December, 2023)"			
iv.	That the Company be and is hereby authorised to raise additional capital of up to N150,000,000,000.00, (One Hundred and Fifty Billion Naira) or its equivalent in such other currency as the directors may decide, through the issuance of securities comprising ordinary shares, preference shares, convertible or non-convertible 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 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 of Directors (the "Board" or the "Directors"), subject to obtaining the requisite approvals of the relevant regulatory authorities";			
v.	"That the powers to take the necessary steps to cancel any unallotted shares of the Company and to further increase the share capital of the Company to an amount sufficient to enable it meet the statutory minimum capital requirement as may be necessary, is hereby delegated to the Board pursuant to the foregoing resolutions"			
vi.	"That the Board be and is hereby authorised to seek the listing and admission to trading of securities issued pursuant to the foregoing resolution, on the Official List of the Nigerian Exchange Limited, or on such other stock exchange(s) or securities market(s) (as the case may be)"			
vii.	"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 hereby ratified".			
viii.	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 and the Securities and Exchange Commission as well as complying with the requirements of the Corporate Affairs Commission and the directive(s) of any relevant regulatory authority".			



RESOLUTIONS		For	Against	Abstain
8.	To consider and pass the following as special resolution:			
i.	That the amendments required to be made to the Memorandum and Articles of Association of the Company as a result of the foregoing resolutions be and are hereby approved.			
ii.	That the following proposed amendments to the Memorandum and Articles of Association of the Company be and are hereby approved: "The general meeting shall be held at such time and place as the Directors shall appoint, provided that a general meeting may hold by way of physical meeting, telephone conference, video conferencing, or similar communication equipment ("Teleconference") or a combination of these methods, by which all the participants can hear and be heard at the same time. A Member so participating shall be taken for all purposes to have been present at the meeting.			
iii.	A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles provided that in the case of an electronic meeting, voting may be done electronically or by count of voice concurrence."			

It is our pleasure to inform you that the Securities and Exchange Commission (SEC) has directed that dividend(s) due to a shareholder should be paid by DIRECT CREDIT into the shareholder's mandated bank account. Consequently, we hereby request you provide the following information to enable us to process the direct payment of your dividend (when declared) into your bank account.

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, CardinalStones Registrars Limited 335/337 Herbert Macaulay Way, Sabo Yaba, Lagos or any of the Registrar's offices nationwide

Mrs. Olufunmilayo Adedibu
Company Secretary

Mandate for E-Dividend Payment

(PLEASE COMPLETE ALL SECTIONS IN CAPITAL LETTERS)

Shareholder's Account Number

Surname/ Company's Name

Other Names (for Individual Shareholders)

City/Town

Email Address

Mobile (GSM) Phone

Bank Name

Account Name

Branch Address

Bank Account Number

Bank Sort Code

I/We hereby request that all dividend(s) due to me/our holding(s) in FCMB be paid by direct credit to my/our bank account given above.

Shareholder's Signature or thumbprint	Company Seal/Incorporation Number
Shareholder's Signature or thumbprint	Authorised Signature & Stamp of Bankers

PLEASE RETURN TO:

**CardinalStone Registrars,
335/337 Herbert Macaulay Way, Sabo, Yaba, Lagos, Nigeria
P.O. Box 9117, Marina, Lagos, Nigeria.**

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 _____