

# Notice of Annual General Meeting

**Notice is hereby given** that the 1st Annual General Meeting of **FCMB Group Plc** (FCMB) will be held at the Shell Hall, MUSON Centre, Onikan Lagos on Friday, June 6, 2014, at 11.00 a.m. to transact the following:

## **ORDINARY BUSINESS**

- To receive and consider the Report of the Directors and the Financial Statements for the year ended December 31, 2013, the Auditor's Report thereon and the Audit Committee Report.
- 2. To declare a dividend.
- 3. To approve the appointments of the Directors.
- 4. To approve the remuneration of Directors.
- 5. To authorize the Directors to fix the remuneration of the Auditors.
- 6. To elect members of the Audit Committee.

Dated this 9th day of May, 2014

By Order of the Board



Funmi Adedibu (Mrs.) Company Secretary FRC/2014/NBA.0005887

### **NOTES**

## Proxies

Only a member of the Company entitled to attend and vote at the general meeting is entitled to appoint a proxy in his/her stead. All valid instruments of proxy should be completed, stamped and deposited at the office of the Company's Registrars, City Securities (Registrars) Limited, 358, Herbert Macaulay Way, Yaba, Lagos, not later than 48 hours before the time fixed for the meeting.

### Closure of register

The Register of members will be closed from May 19, 2014 to May 23, 2014 (both days inclusive).

### Dividend

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend warrants will be posted on June 9, 2014 to members whose names appear in the register of members at the close of business on May 16, 2014.

## **Audit Committee**

In accordance with Section 359 (5) of the Companies & Allied Matters Act Cap C20 Laws of the Federation of Nigeria 2004, a 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

**FCMB GROUP PLC** 

RC: No 1079631

**01 279 8800, 0700 3262692265** | www.fcmb.com



## **Proxy Form**

1ST ANNUAL GENERAL MEETING to be held at the Shell Hall, MUSON Centre, Onikan, I	_agos or
Friday, June 6, 2014 at 11,00 a.m	

I/Wehereby appoint *	being a member/members of FCMB Group Plc
(Block Capital Please)	
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 Shell Hall, MUSON Centre, Onikan, Lagos at 11.00 a.m. on Friday, June 6, 2014 or at any adjournment thereof.

#### NOTE:

- (1) A member (shareholder) who is unable to attend the Annual General Meeting is allowed by law to vote by proxy and the above Proxy form has been prepared to enable you exercise your right to vote in case you cannot personally attend 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 City Securities (Registrars) Limited, 358 Herbert Macaulay, Yaba Lagos, not later than 48 hours before the time appointed for the meeting and ensure that the proxy form is dated, signed and stamped by the Commissioner for Stamp Duties.
- (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 authorized in that behalf.

## Resolution

	RESOLUTIONS	For	Against	Abstain
1	To receive and consider the Report of the Directors and the Financial Statements for the year ended December 31, 2013, the Auditor's Report thereon and the Audit Committee Report.			
2	To declare a dividend.			
3	To approve the appointments of the directors.			
4	To approve the remuneration of directors.			
5	To authorize the directors to fix the remuneration of the auditors			
6	To elect members of the Audit Committee.			

For	Against	

Please indicate how you wish your votes to be cast on the resolution set out above by indicating "x" in the appropriate space. Unless, otherwise instructed the proxy will vote or abstain from voting at his discretion



# BEFORE POSTING THE ABOVE FORM, PLEASE TEAR OFF THIS PART AND RETAIN IT FOR ADMISSION TO THE MEETING.

## ADMISSION CARD

## FCMB GROUP PLC 1st Annual General Meeting

PLEASE ADMIT ONLY THE SHAREHOLDER NAMED ON THIS CARD OR HIS DULY APPOINTED PROXY TO THE 1ST ANNUAL GENERAL MEETING BEING HELD AT THE SHELL HALL, MUSON CENTRE, ONIKAN, LAGOS ON FRIDAY, JUNE 6, 2014 AT 11.00 A.M.

NAME / ADDRESS OF SHAREHOLDER	PROXY
NUMBER OF SHARES ACCOUNT NUMBER	NUMBER OF SHARES
Signature and/or Seal	

This card is to be signed at the venue in the presence of the Registrars.



# Electronic Delivery Mandate Form

Dear Sir/Madam,

To enable you receive your Annual Reports promptly, your Company has introduced electronic delivery of Annual Returns and accounts, Proxy Forms and other statutory documents to shareholders.

With this service, instead of receiving the 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 through the electronic link to be forwarded to your e-mail address or opt to receive the soft copy (Compact Disk) of the Annual Report by post.

Please complete this self-addressed form to capture your preference and return the completed form to:

The Registrar, City Securities (Registrars) Limited 358, Herbert Macaulay Way, Yaba, Lagos

or any of their branch offices nationwide

Boledin.

Mrs. Funmi Adedibu Company Secretary

HEREBY AGREE TO THE ELECTRONIC DELIVERY OF ANNUAL REPORT, PROXY FORM, PROSPECTUS, NEWSLETTER ANI STATUTORY DOCUMENTS OF FCMB GROUP PLC TO ME THROUGH;	O
PLEASE TICK ONE OPTION ONLY	
ELECTRONIC COPY VIA A COMPACT DISK (CD) SENT TO MY POSTAL ADDRESS OR	
I WILL DOWNLOAD FROM THE WEB ADDRESS FORWARDED TO MY EMAIL ADDRESS STATED BELOW	
MY E-MAIL ADDRESS:	

## **DESCRIPTION OF SERVICE**

By enrolling in electronic delivery service, you have agreed to receive future announcements/shareholder communication materials stated above by Email. Compact Disc (CD)/Internet Address (URL). These materials can be made available to you electronically either semi-annually or annually.

Annual Report, Proxy Form, Prospectus and Newsletters are examples of shareholder communications that can be made available to you electronically. The subscription enrolment will be effective for all your holdings in FCMB Group Plc on an on-going 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 and Date

**FCMB GROUP PLC** 

RC: No 1079631