



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 7th Annual General Meeting of **FCMB Group Plc (FCMB)** will be held at the Shell Hall, MUSON Centre, Onikan Lagos on Tuesday 28 April, 2020 at 11.00 a.m. to transact the following

ORDINARY BUSINESS

- To receive and consider the Report of the Directors and the Audited Financial Statements for the year ended 31 December, 2019, the Auditors' Report thereon and the Audit Committee Report.
- To declare a Dividend.
- To ratify the retirement of a Director.
- To approve the appointment of Directors.
- To re-elect Directors that are retiring by rotation.
- To approve the appointment of Messrs Deloitte & Touche as the new auditors of the Company.
- To authorise the Directors to fix the remuneration of the new Auditors.
- To elect members of the Audit Committee.

Dated this 1st day of April, 2020

By Order of the Board

Mrs. Olufunmilayo Adedibu

Company Secretary

FRC/2014/NBA/00000005887

NOTES

Proxies

Only a member (shareholder) of the Company entitled to attend and vote at the Annual General Meeting is allowed 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: CardinalStone 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 15 April, 2020 to 17 April, 2020 (both days inclusive).

Dividend

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend will be credited on 28 April, 2020 to mandated accounts of members so entitled whose names appear in the register of members at the close of business on 14 April, 2020.

Statutory Audit Committee

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

The Code of Corporate Governance issued by the Securities and Exchange Commission stipulates that members of Audit committee should have basic financial literacy and should be able to read financial statement. Thus, a detailed curriculum vitae confirming the nominee's qualification should be submitted with each nomination.

Rights of Securities Holders to Ask Questions

Shareholders and other holders of the Company's securities reserve the right to ask questions not only at the meeting, but also in writing prior to the meeting, and such questions should be submitted to the Company on or before 20 April, 2020.

FCMB GROUP PLC

RC: No 1079631

PROXY FORM

7TH ANNUAL GENERAL MEETING to be held at the Shell Hall, MUSON Centre, Onikan, Lagos on Tuesday, 28 April, 2020 at 11.00 a.m

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 be held at Shell Hall, MUSON Centre, Onikan, Lagos on Tuesday, 28 April, 2020 at 11.00 a.m or at any adjournment thereof.

Dated this.....day of.....2020

Shareholder's Signature.....

NOTE:

- 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.
- 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.
- Please sign and post the proxy form so as to reach "The Registrar CardinalStone 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.
- 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	To receive and consider the Report of the Directors and the Audited Financial Statements for the year ended 31 December, 2019, the Auditors' Report thereon and the Audit Committee Report.			
2	To declare a dividend.			
3	To ratify the retirement of a Director: Mr Bismarck Rewane			
4	To approve the appointment of Directors: i. Mr. Olufemi Badeji ii. Mrs. Tokunboh Ishmael			
5	To re-elect Directors that are retiring by rotation: i. Mr. Olutola Mobolurin ii. Professor Oluwatoyin Ashiru iii. Dr. (Engr) Gregory O. Ero			
6	To approve the appointment of Messrs Deloitte & Touche as the new auditors of the company.			
7	To authorise the Directors to fix the remuneration of the new Auditors.			
8	To elect members of the Audit Committee.			

BEFORE POSTING THE ABOVE CARD, TEAR OFF THIS PART AND RETAIN IT

ADMISSION CARD

FCMB GROUP PLC
7th Annual General Meeting

PLEASE ADMIT ONLY THE SHAREHOLDER NAMED ON THIS CARD OR HIS DULY APPOINTED PROXY TO THE 7TH ANNUAL GENERAL MEETING BEING HELD AT THE SHELL HALL, MUSON CENTRE, ONIKAN, LAGOS ON TUESDAY 28 APRIL 2020 AT 11.00 A.M.

NAME OF SHAREHOLDER/PROXY

SIGNATURE

ADDRESS

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRARS



EXPLANATORY NOTE TO MEMBERS OF FCMB GROUP PLC ON THE APPOINTMENT OF NEW AUDITORS

This explanatory note has been prepared to provide detailed information to the members of FCMB Group Plc (the Company), on the appointment of Messrs Deloitte & Touché as the new Auditors of the Company.

By virtue of the provision of section 5.2.12 of the CBN Code of Corporate Governance for Banks and Discount Houses, the tenure of auditors in a given bank shall be for a maximum period of ten (10) cumulative years, after which the audit firm shall not be reappointed in the bank until after a period of another ten (10) consecutive years.

Following the expiration of the 10-year tenure of Messrs KPMG Professional Services with First City Monument Bank Limited (the Bank), the Board of the Bank approved the appointment of Messrs Deloitte & Touché as its external auditors.

With the Bank being the largest subsidiary in the FCMB Group, to ensure timely conclusion of the Group's audit, the Board of Directors of FCMB Group Plc has always adopted the strategy of appointing the same Audit firm to audit both the bank and The Group. This is to enhance easy coordination of the Group's audit process and support quick review of the consolidated financial statements to meet regulatory deadlines on audit.

The Board is of the opinion that maintaining the same audit firm as was the case when KPMG was auditing both the bank and the Group would improve efficiency and ultimately enhance the integrity of the company's financial reporting process.

The appointment of Messrs Deloitte & Touché as the new auditors of the Company will be proposed to members at the Annual General Meeting.

Thank you.

BY ORDER OF THE BOARD

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

Each duly completed Proxy Form should be signed and forwarded via e-mail to registrars@cardinalstone.com.

Please note that shareholders can observe the proceedings of the 7th Annual General Meeting via www.fcmb.com/agm.

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 disk (CD), which will be posted to you.

Please complete this form to register your preference and return the completed form to:

The Registrar,
CardinalStone Registrars Limited,
358, Herbert Macaulay Way,
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 DISK (CD) SENT TO MY POSTAL ADDRESS
- I WILL DOWNLOAD FROM THE WEB ADDRESS FORWARDED TO MY E-MAIL ADDRESS STATED BELOW
- CONTINUE RECEIVING THE REPORT IN HARD COPY TO MY POSTAL ADDRESS

MY E-MAIL ADDRESS: _____

HOW OFTEN WILL 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, prospectus 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.

The 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