



## NOTICE OF ANNUAL GENERAL MEETING

**Notice** is hereby given that the 10th Annual General Meeting of **FCMB Group Plc (the Company)** will be held Virtually on Friday 28 April 2023 at 11.00 am to transact the following:

### ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the year ended 31 December 2022, the Auditor's Report thereon and the Audit Committee Report.
2. To declare a dividend.
3. To re-elect the following Directors who are retiring by rotation:
  - i. Mrs. Olapeju Sofowora
  - ii. Mrs. 'Tokunboh Ishmael
  - iii. Ms. Muibat Ijaiya
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.

Dated this 4th day of April 2023.

### By Order of the Board

**Mrs. Olufunmilayo Adedibu**  
**Company Secretary**

FRC/2014/NBA/00000005887

### NOTES:

#### Proxy

Only a member (shareholder) of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. All valid instruments of proxy should be completed and deposited at the office of the Company's Registrars, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Way, Sabo Yaba, Lagos; Or via email to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com) not later than 48 hours before the time fixed for the meeting. Payment of stamp duties for all instruments of proxy shall be at the company's expense.

#### Virtual Meeting Link

Further to the signing into law of the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The Virtual Meeting Link for the Annual General Meeting is <https://on.fcmb.com/AGM>. The Virtual Meeting Link will also be available on the Company's website.

#### Closure of Register

The Register of Members will be closed from 14 April 2023 to 18 April 2023 (both days inclusive).

#### Dividend Payment

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend will be credited on Friday 28 April 2023 to mandated accounts of members so entitled, whose names appear in the register of members at the close of business on 13 April 2023.

#### Unclaimed Dividends

Shareholders are hereby informed that several dividends remain unclaimed or are yet to be presented for payment or returned to the Registrars for revalidation. A schedule of members who are yet to claim their dividend will be circulated to shareholders along with the Annual Report and Financial Statements. Any Shareholder affected by this is advised to contact the Company's Registrars, CardinalStone Registrars Limited, 335/337, Herbert Macaulay Way, Yaba, Lagos.

#### Audit Committee

In accordance with Section 404 (6) of the Companies and Allied Matters Act 2020, 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 Companies and Allied Matters Act 2020 provide that all members of the Audit Committee shall be financially literate.

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

#### Rights of Shareholders 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 21 April 2023.



## Proxy Form & Resolutions

**10TH ANNUAL GENERAL MEETING** to be held **virtually** on **Friday 28 April, 2023** at 11.00 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 be held virtually on Friday 28 April 2023 at 11.00 am or at any adjournment thereof.

Dated this..... day of..... 2023.

Shareholder's Signature .....

**NOTES:**

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 out of the nominated Proxies, who will attend the meeting and vote on your behalf.
3. Please sign and post the proxy form so as to reach The Registrar, CardinalStone 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 filled, 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.

	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 2022, 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. Mrs. Olapeju Sofowora			
	I. Mrs. 'Tokunboh Ishmael			
	iii. Ms. Muibat Ijaiya			
4.	To authorize 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.			