

NOTICE OF 7TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 7th Annual General Meeting (AGM) of members of FBN HOLDINGS PLC will be held at the Grand Ball Room, Oriental Hotel, 3 Lekki - Epe Expressway, Victoria Island, Lagos on Friday, 3 May 2019 at 10a.m. or so soon thereafter to transact the following:

Ordinary Business:

1. To receive the Audited Accounts for the financial year ended 31 December 2018 together with the reports of the Directors, Auditors, Board Appraisers and Audit Committee thereon.
2. To declare a dividend.
3. To re-elect retiring Directors:
 - a. Dr Oba Otudeko, CFR as Director

Pursuant to Section 256 of the Companies and Allied Matters Act, special notice is hereby given that Dr Oba Otudeko, CFR who is eligible for re-election is over 70 years.
 - b. Chidi Anya as Director
 - c. Dr Hamza Wuro Bokki as Director
4. To authorise the Directors to fix the remuneration of the Auditors.
5. To appoint members of the Audit Committee.

Notes

1. PROXY

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not also be a member. A proxy form is attached to the Annual Report. All instruments of proxy must be duly stamped at the Stamp Duties Office and deposited at the registered

Office of the Company or the Office of the Registrars, First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos not later than 48 hours before the time for holding the meeting.

2. DIVIDEND

If the proposed dividend recommended by the Directors is approved by members at the AGM, the Dividend will be payable on Monday, 6 May 2019 to members whose names appear in the Register of Members at the close of business on 22 April 2019. Shareholders who have completed the e-Dividend Mandate forms will receive a direct credit of the dividend into their bank accounts.

3. CLOSURE OF REGISTER OF MEMBERS

In accordance with Section 89 of Companies and Allied Matters Act (CAMA), please note that the Register of members and transfer books of the Company will be closed from 23-29 April 2019 (both dates inclusive) to enable the Registrars update records in preparation for the payment of dividend.

4. E-DIVIDEND MANDATE

Shareholders are kindly requested to update their records and advise First Registrars & Investor Services Limited of their updated records and relevant bank accounts for payment of their dividends. Detachable forms in respect of mandate for e-dividend payment and shareholder data update are attached to the Annual Report for convenience. The forms can also be downloaded from the Company's website at www.fbnholdings.com or from First Registrars & Investor Services Limited's website at www.firstregistrarsnigeria.com.

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The duly completed form should be delivered to First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos.

5. UNCLAIMED DIVIDEND WARRANTS

Shareholders are hereby informed that some dividend warrants have been returned to the Registrars as unclaimed. Some dividend warrants have neither been presented for payment nor to the Registrars for revalidation.

Affected members are by this Notice advised to contact the Registrars; First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos for resolution.

6. STATUTORY AUDIT COMMITTEE

In accordance with Section 359 (5) of CAMA, a shareholder may nominate another shareholder for appointment to the Audit Committee. Such nomination should be in writing and must reach the Company Secretary not less than 21 days before the AGM. The Code of Corporate Governance of the Securities and Exchange Commission (SEC) and Central Bank of Nigeria (CBN) indicate that some of the members of the Audit Committee should have basic financial literacy and be knowledgeable in internal control processes.

In view of the above, we therefore request that nominations be accompanied by a copy of the nominee's Curriculum Vitae. The Curriculum Vitae of eligible candidates will be posted on the Company's website before the date of the meeting.

7. RETIREMENT/RE-ELECTION OF DIRECTORS

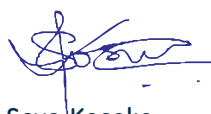
Dr Oba Otudeko, CFR, Chidi Anya and Dr Hamza Wuro Bokki are retiring by rotation at the current meeting in line with Section 259 of CAMA. The retiring Directors, being eligible, are offering themselves for re-election as Directors at the AGM.

The profiles of the Directors are available in the Annual Report and on the Company's website.

8. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Pursuant to Rule 19.12 (c) of the Nigerian Stock Exchange's Rulebook 2015, please note that it is the right of every shareholder to ask questions not only at the meeting but also in writing prior to the meeting. We urge that such questions be submitted to the Company Secretariat not later than two weeks before the date of the meeting.

BY ORDER OF THE BOARD



Seye Kosoko
Company Secretary
FRC/2013/NBA/00000002006
35 Marina, Lagos

Dated 13th March 2019
