



## Notice of Extra-ordinary General Meeting of FBN Holdings Plc

NOTICE IS HEREBY GIVEN, that an Extra-ordinary General Meeting of FBN Holdings Plc (the "Company") will be held at Sapphire Hall, Eko Hotel and Suites, Victoria Island, Lagos on Monday the 24th day of September 2012 at 2 pm or so soon thereafter, to conduct the following businesses:

To consider, and if thought fit, with or without amendments, pass the following resolutions as special resolutions of the Company:

- a. THAT the proposed scheme of arrangement between First Bank of Nigeria Plc ("FirstBank") and the shareholders of First Bank (including the Company), pursuant to Section 539 of the Companies and Allied Matters Act Cap C20 Laws of the Federation of Nigeria 2004 (the "Act"), as set out in the Scheme Document circulated to the shareholders of First Bank (the "Scheme Document"), be approved.
- b. Subject to, the approval of the scheme of arrangement by the shareholders of First Bank and by the appropriate regulatory authorities and the sanction of the Scheme of Arrangement by the Court, THAT the scheme of arrangement be effected by the Company's acquisition of Thirty-Two Billion, Six Hundred and Thirty-Two Million, Eighty-Four Thousand, Three Hundred and Forty Five (32,632,084,345) Ordinary Shares of Fifty (50) kobo each in the issued share capital of First Bank held by all of the shareholders of First Bank (other than the Company and the Company's nominee shareholder), in exchange for the allotment of Thirty-Two Billion, Six Hundred and Thirty-Two Million, Eighty-Four Thousand, Three Hundred and Forty Five (32,632,084,345) unissued Ordinary Shares of Fifty (50) kobo each in the authorized share capital of the Company to the said shareholders of First Bank, in accordance with the terms and subject to the conditions specified in the Scheme Document.
- c. THAT the Articles of Association of the Company, which are in accordance with the provisions of Part I (Public Company Limited by Shares) of Table A of the First Schedule to the Act, be amended by the **insertion of a new Regulation 13**, as follows:  
  
"Subject to the provisions of the Act, the Company may accept such consideration, whether (i) cash, (ii) valuable consideration other than cash, or (iii) partly cash and partly valuable consideration other than cash, in exchange for the issuance of its shares."  
  
d. THAT the Directors and Management of the Company be authorized to do such other acts or things as may be necessary or incidental to effecting the above-mentioned resolutions.

Dated this 23rd day of August 2012

BY ORDER OF THE BOARD

TIJJANI M. BORODO  
(COMPANY SECRETARY)

**PROXY:** A member of the Company entitled to attend and vote at the Extra-ordinary 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. A form of Proxy is enclosed herewith and if it is to be valid for the meeting, it must be completed and deposited with the Company Secretary not later than 24 hours before the time fixed for the meeting. Please note that the lodging of a proxy form does not prevent you from attending the meeting and voting in person should you so wish. However, if you attend the meeting in person, your proxy will not be permitted to attend or vote.