

10TH ANNUAL GENERAL MEETING TO BE HELD at the Oriental Hotel, 3 Lekki-Epe Expressway, Victoria Island, Lagos on Monday, 20 June 2022 at 10a.m.

I/We.....
(Name of shareholder in block letters)

The undersigned, being a member of the above-named Company hereby appoint.....or failing him, the Chairman of the meeting as our Proxy to vote for us and on our behalf at the Annual General Meeting of the Company to be held on Monday, 20 June 2022 and at any adjournment thereof.

Unless otherwise instructed, the Proxy will vote or abstain from voting as he/she thinks fit.

Dated this.....day of.....2022

Signature.....

Notes:

- This form of proxy together with the Power of Attorney or other authority, if any, under which it is signed or a notarial certified copy thereof must reach the office of FBNH's Registrars; Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way Yaba, Lagos not later than 48 hours before the time for holding the meeting.
- Where the appointer is a corporation, this form may be under seal or under the hand of any officer or attorney duly authorized.
- In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be shown.
- All instruments of proxy shall be at the Company's expense.

	Resolutions	For	Against
<i>I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside</i>	1. To Lay Before the Members the Consolidated Annual Reports and Audited Accounts		
	2. To declare a Dividend		
	3a. To Elect Julius B. Omodayo-Owotuga as a Non-Executive Director		
	3b. To Elect Nnamdi Okonkwo as the Group Managing Director		
	4. To Authorise the Directors to Fix the Remuneration of the Auditor		
	5. To Disclose the Remuneration of Managers of the Company		
	6. To Elect Members of the Statutory Audit Committee		
	7a. To consider and if thought fit, pass the following as ordinary resolution: "That the Directors be and are hereby authorised to take steps to comply with the requirements of the Companies and Allied Matters Act (CAMA), 2020 S. 124 and the Companies Regulations 2021 as it relates to unissued shares currently standing to the capital of the Company".		
	7b. "That the Company be and is hereby authorised to take all steps necessary to ensure that the Memorandum and Articles of Association of the Company are altered to comply with Resolution (a) above, including replacing the provision stating the authorised share capital with the issued share capital".		
	7c. "That the Directors be and are hereby authorised to enter into and execute any agreements, deeds, notices and any other documents necessary for and or incidental to resolution (a) above".		
7d. "That the Directors of the Company or any one of them for the time being, be and are hereby authorised to appoint such professional parties and advisers and to perform all such other acts and do all such other things as may be necessary for or incidental to the above resolutions, including without limitation, complying with directives of any regulatory authority".			

Please indicate with "X" in the appropriate box how you wish your vote to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.

Before posting the above form, please tear off this part and retain it for admission to the meeting.

Admission Form

FBN Holdings Plc. (RC 916455)

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*Name of Shareholder _____

*Name of Proxy _____ (IF YOU ARE UNABLE TO ATTEND THE MEETING)

A member (shareholder) entitled to attend and vote is entitled to appoint one or more Proxies to attend and vote instead of him. A Proxy need not be a member. The above proxy form has been prepared to enable you exercise your right to vote.

IMPORTANT

Please insert your name in BLOCK CAPITALS on both proxy and admission forms where asterisked. Insert the name of any person whether a member of the company or not, with the exception of the Chairman of the Company, who will attend the meeting and vote on your behalf.