



PROXY FORM

FBN HOLDING PLC (RC 916455)

11TH ANNUAL GENERAL MEETING TO BE HELD virtually on Tuesday, 15 August 2023 at 10am.

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 Tuesday, 15 August 2023 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 2023

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 authorised.
- 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 stamped at the Company's expense.

I/We desire this proxy to be used in favour of/or against the resolution as indicated below:		
Resolutions	For	Against
1 To receive the consolidated Annual Reports and Accounts		
2 To declare a Dividend		
3a To elect Oyewale Samson Ariyibi as an Executive Director		
3b To elect Olufemi Otedola, CON as a Non-Executive 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 Audit Committee		
7 That the Directors' fees for the financial year ending 31 December 2023 and for succeeding years until reviewed by the Annual General Meeting be and is hereby fixed at ₦50,000,000 (Fifty Million Naira Only) for each Director and ₦63,700,000 (Sixty Three Million, Seven Hundred Thousand Naira Only) for the Board Chairman.		
8a That the Company's Issued Share Capital be and is hereby increased from ₦17,947,646,396 (Seventeen Billion, Nine Hundred and Forty-Seven Million, Six Hundred and Forty Six Thousand, Three Hundred and Ninety Six Naira) made up of 35,895,292,792 (Thirty-Five Billion, Eight Hundred and Ninety-Five Million, Two Hundred and Ninety-Two Thousand, Seven Hundred and Ninety-Two) Ordinary shares of 50 (Fifty) Kobo each to ₦22,434,557,995 (Twenty-Two Billion, Four Hundred and Thirty-Four Million, Five Hundred and Fifty-Seven Thousand, Nine Hundred and Ninety-Five Naira) by the creation and addition of up to 8,973,823,198 (Eight Billion, Nine Hundred and Seventy-Three Million, Eight Hundred and Twenty-Three Thousand, One Hundred and Ninety-Eight) Ordinary shares of 50 (Fifty) Kobo each.		
8b That there shall be a capital raise of up to ₦150,000,000,000.00 (One Hundred and Fifty Billion Naira). The capital raise transaction shall be by way of a Rights Issue, on such terms and conditions and on such dates as may be determined by the Directors, subject to obtaining the approvals of the relevant regulatory authorities.		
8c That the Rights Issue referred to in resolution (b) above may be underwritten on such terms as may be determined by the Directors, subject to obtaining the approvals of the relevant regulatory authorities.		
8d That any shares not taken up by existing shareholders within the period stipulated under the Rights Issue may be offered for sale to interested shareholders of the Company on such terms and conditions as may be determined by the Directors, subject to obtaining the approvals of relevant regulatory authorities.		
8e That the Directors 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 to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority.		
9 That clause 6 of the Memorandum of Association of the Company be and is hereby amended to reflect the new issued share capital of ₦22,434,557,995 (Twenty-Two Billion, Four Hundred and Thirty-Four Million, Five Hundred and Fifty-Seven Thousand, Nine Hundred and Ninety-Five Naira) by the creation and addition of up to 8,973,823,198 (Eight Billion, Nine Hundred and Seventy-Three Million, Eight Hundred and Twenty-Three Thousand, One Hundred and Ninety-Eight) Ordinary shares of 50 (Fifty) Kobo each.		

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)

Annual General Meeting to be held virtually on Tuesday, 15 August 2023 at 10am.

*Name of Shareholder

*Name of Proxy

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.