

# Proxy Form

FBN Holdings PLC (RC 916455)

**ANNUAL GENERAL MEETING TO BE HELD virtually on Thursday, 14 November 2024 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 14 November 2024 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  2024

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 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 audited accounts for the financial year ended 31 December 2023, together with the reports of the Directors, Auditor, Board Appraisers and Audit Committee thereon.		
2 To declare a dividend		
3 To elect the following Directors:		
a. Dr Abiodun Fatade as a Non-Executive Director		
b. Kofoworola Dosekun as an Independent Non-Executive Director		
c. Dr Alimi Abdul-Razaq as an Independent Non-Executive Director		
d. Dr (Sir) Peter Aliogo as an Independent Non-Executive Director		
e. Olusegun Alebiosu as a Non-Executive Director		
f. Adebowale Oyedeji 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 Audit Committee		
7 To consider and if thought fit, pass the following as ordinary resolutions: "That the Directors' fees for the financial year ending 31 December 2024 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."		
8 To consider and if thought fit, pass the following as ordinary resolutions:		
a. That the Company be and is hereby authorised to undertake a capital raise of up to ₦350,000,000,000.00 (Three Hundred and Fifty Billion Naira). The capital raise transaction shall be implemented by one or more transactions, through the issuance of shares, by way of a public offering, private placement, rights issue in the Nigerian or international capital markets, at price(s) to be determined by way of a book building process or any other valuation method or combination of methods, in such tranches, series or proportions and at such periods or dates, coupon or interest rates, within such maturity periods and upon such other terms and conditions as may be determined by the Board of Directors (the "Directors"), subject to obtaining the approvals of the relevant regulatory authorities.		
b. That the capital raise referred to in resolution (a) above may be underwritten on such terms as may be determined by the Directors, subject to obtaining the approvals of the relevant regulatory authorities.		
c. That the share capital of the Company be increased by the exact number of ordinary shares which would be required upon determination of the terms of the capital raise and the Directors are authorised to pass resolutions for such increase, as well as to allot the new ordinary shares required in connection with the capital raise.		
d. That the Directors be and are hereby authorised to undertake all necessary actions to secure the listing and admission to trading of securities issued pursuant to the foregoing resolution on the Official List of the Nigerian Exchange Limited, and/or on any other securities exchange(s) or market(s).		
e. 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, executing necessary documents in connection with the capital raise, determining the final structure of the capital raise, interfacing and complying with the directives of any regulatory authority.		
9 To consider and if thought fit, pass the following as special resolutions:		
a. That there should be a change of the legal and brand names of the Company from FBN Holdings Plc and FBN Holdings to First Holdco Plc and First Holdco respectively.		
b. That the change of legal and brand names should be extended to the subsidiaries of FBN Holdings Plc.		
c. That the Directors be and are hereby authorised 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.		
d. That upon completion of the processes for the change of name, increase of the company's share capital and allotment of the new ordinary shares in accordance with the resolutions above, the Memorandum and Articles of Association of the company be amended as necessary to reflect the company's new legal name and issued share capital.		

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.