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www.jaizbankplc.com
RC. 476637

JAIZ BANK PLC
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting of Jaiz Bank Plc (the Bank) will hold virtually on 24th June 2026, at 11.00am via the link: https://www.jaizbankplc.com/AGM/ to transact the following business:

ORDINARY BUSINESS:

1. To lay before the members, the Audited Financial Statements of the Bank for the period ended December 31, 2025, together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon.
2. To declare a dividend.
3. To re-elect Non-Executive Directors.
4. To elect Executive Director.
5. To authorize the Directors to fix the remuneration of the Auditors.
6. To disclose the remuneration of Managers of the Bank.
7. To elect Shareholder Representatives of the Statutory Audit Committee.

SPECIAL BUSINESS

8. To consider and if thought fit pass the following as special resolution:

   a. "That pursuant to the provisions of the Companies and Allied Matters Act, 2020, the Banks and Other Financial Institutions Act, 2020, the Investments and Securities Act, applicable Rules and Regulations of the Central Bank of Nigeria ("CBN"), the Securities and Exchange Commission ("SEC"), Nigerian Exchange Limited ("NGX"), and all other applicable laws and regulations, approval be and is hereby given to the Company to raise additional capital of up to ₦150,000,000,000.00 (One Hundred and Fifty Billion Naira) through the issuance of ordinary shares, preference shares, convertible and/or non-convertible securities, Sukuk, notes or such other instruments, by way of public offer, rights issue, private placement, book building process, debt-to-equity conversion or through any other method or combination of methods, in the Nigerian and/or international capital markets, at such dates, prices and on such terms and conditions as may be determined by the Board of Directors, subject to obtaining requisite regulatory approvals."

   b. "That the Board of Directors be and is hereby authorized to increase the issued share capital of the Company as may be required for the purpose of the capital raise and to allot shares arising therefrom in such manner, on such terms and to such persons as the Board may deem fit, subject to the approval of relevant regulatory authorities."

   c. "That the Directors be and are hereby authorized to take all necessary steps, including making consequential amendments to the MEMART and filing same with the Corporate Affairs Commission (CAC) to give effect to these resolutions."

   d. "That the existing shareholders of the Company hereby waive their pre-emptive rights in respect of any tranche of the capital raise undertaken by way of private placement, strategic investment, or such other method where pre-emptive rights are applicable subject to relevant laws and regulatory approvals."

e. "That the Board of Directors be and is hereby authorized to appoint professional parties, advisers, issuing houses, stockbrokers, solicitors, receiving banks and other parties, and to execute all agreements, documents and undertakings, and do all such other acts and things as may be necessary or expedient for the successful implementation of the capital raising programme."

9. "That the Non-Executive Directors' Fees for the financial year ending 31 December 2026 be and is hereby fixed at N48million per annum for the Chairman and N40Million per annum for every other Non-Executive Director."

By Order of the Board

Mohammed Shehu
Company Secretary
FRC/2017/NBA/00000016416
Plot 1073 J. S. Tarka Street, Area 3, Garki, Abuja, FCT

NOTES:

1. **Proxy**
   A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy in his/her stead. A proxy need not be a member of the Company. For the appointment of the proxy to be valid, a proxy form must be completed and deposited at the office of the Company's Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, Nigeria, or via email at cfc@africapruential.com not later than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report and may also be downloaded from the Company's website at https://www.jaizbankplc.com. Payment of Stamp Duties on the proxy forms shall be at the Bank's expense.

2. **Virtual Meeting Link**
   Pursuant to the provisions of the Business Facilitation (Miscellaneous Provisions) Act, 2022, which allows public companies to hold general meetings electronically, the 14 Annual General Meeting will be held virtually. The link for the meeting is https://www.jaizbankplc.com/AGM/ and can also be assessed through the Bank's website www.jaizbankplc.com and social media platforms. The meeting will be live streamed online on the Bank's website.

3. **Dividend**
   If the dividend recommended by the Directors is approved by the shareholders at the AGM, dividend will be paid by 24th June 2026. Given the previous notice to shareholders and the investing public by the Company on the closing period for the purpose of dividend payment. Dividend approved at the AGM will be paid to shareholders whose names appear in the Company's Register of members by close of business on 2nd June 2026.

jaiz bank
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4. **Re-Election of Directors**
   Pursuant to Section 285 of the Companies and Allied Matters Act 2020, the following Directors shall retire by rotation and being eligible, have offered themselves for re-election:
   i. Tajuddeen Aminu Dantata
   ii. Sa'adat Hamza Mohammed
   iii. Mustapha Ibrahim Ahmad

   The biographical details of the Directors standing for re-election are provided in the Annual Report as well as the Bank's website stated above.

   Special Notice is hereby given that pursuant to s282 of the Companies & Allied Matters Act (CAMA) 2020, Alh. Mohammed Mustapha Bintube has attained the age of 70 and indicated willingness to continue in office.

5. **Election of Executive Director**
   Pursuant to Section 274 of the Companies and Allied Matters Act 2020, the underlisted Director is being proposed for election as Executive Director of the Bank:
   i. Omolara Muinat Ismail

   The appointment has been approved by the Central Bank of Nigeria and would be presented to Shareholders for approval at the 14th Annual General Meeting.

6. **Closure of Register of Members**
   As previously notified to shareholders and the investing public, the Register of Members and Transfer Books of the Bank will be closed from 3rd June to 11th June 2026 for the purpose of dividend payment and updating the Register.

7. **Nomination to the Audit Committee**
   In accordance with Section 404 of the Companies & Allied Matters Act, any member may nominate a shareholder as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. Such notice of nominations should be sent via email to investorrelations@jaizbankplc.com for the attention of the Company Secretary. A member of the Statutory Audit Committee is required to be financially literate and be knowledgeable in internal control processes. Consequently, a detailed resume disclosing requisite qualifications should be submitted with each nomination.

8. **e-Dividend**
   Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of receiving dividend payment electronically. Application form for e-dividend could be downloaded from our Registrars website at https://africaprudential.com/forms-offers/ to enable shareholders furnish particulars of their accounts to the Registrar as soon as possible. Detachable forms in respect of mandate for e-dividend payment and shareholder's data update are attached to the Annual Report for convenience.

9. **Unclaimed Share Certificates**
   Shareholders with share certificates that have remained unclaimed or are yet to be returned for validation are advised to complete the e-dividend registration or contact the Company's Registrars at the address stated above, or the Company Secretary at the Bank's Registered address stated below, or any of the Bank's Branches. Shareholders are also encouraged to update their contact information in the event of a change of such information. Change of Address Form can be downloaded from our Registrar's Website stated above. Requests may be addressed to the Registrars of the Bank or the Company Secretary at the Bank's registered address stated below.

10. **e-Report**
   In order to improve delivery of our Annual Reports, we hereby request that shareholders who wish to receive Annual Reports and other statutory reports of Jaiz Bank Plc in electronic format should download the e-Report Request Form from the Bank's Website stated above, complete and return the form to the Company Secretary for further processing or simply email the Company Secretary at investorrelations@jaizbankplc.com.

11. **Website**
   A copy of this Notice, Biographical details of Directors and other information relating to the meeting, as well as the full version of the Annual Reports and Financial Statements can be downloaded from the Bank's website stated above.

12. **Rights of Shareholders to Ask Questions**
   Shareholders have a right to ask questions at the Annual General Meeting. Shareholders may also submit questions prior to the Meeting in writing to the Company, and such questions must be submitted to the Company through email at investorrelations@jaizbankplc.com on or before 17th June 2026.