

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **12th Annual General Meeting** of FCMB Group Plc (the Company) will hold virtually on **Tuesday, 29 April 2025** at **10.00 am** to transact the following:

ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the year ended 31 December 2024, the Auditors' Report thereon and the Audit Committee Report.
2. To declare a Dividend.
3. To re-elect Ms. Muibat Ijaiya, the Director retiring by rotation
4. To authorise the Directors to fix the remuneration of the Auditors.
5. To disclose the remuneration of managers of the Company
6. To elect members of the Audit Committee.

SPECIAL BUSINESS

7. To consider and if thought fit, pass the following resolutions as ordinary resolutions:
 - i. That the Board be and is hereby authorized to fix the remuneration of the Directors of the Company for the year ending December 31, 2025.

Dated this 4th day of April 2025

By Order of the Board



Mrs. Olufunmilayo Adedibu
Company Secretary

FRC/2014/NBA/00000005887

NOTES:

Proxy

A member (shareholder) of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead and that proxy need not be a member of the Company. All valid instruments of proxy should be completed and deposited at the office of the Company's Registrars, Cardinal Stone Registrars Limited, 335/337 Herbert Macaulay Way, Sabo Yaba, Lagos; Or via email to: registrars@cardinalstone.com not later than 48 hours before the time fixed for the meeting. Payment of stamp duties for all instruments of proxy shall be at the company's expense.

A copy of the Proxy Form and other information relating to the meeting can be found on the Company's website at www.fcmbgroupplc.com

Closure of Register

The Register of Members will be closed on **17 April 2025**.

Virtual Meeting Link

Further to the signing into law of the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The Virtual Meeting Link for the Annual General Meeting is <https://on.fcmb.com/AGM>

Live Streaming of the Annual General Meeting

The meeting will be live streamed online and on social media platforms, to enable shareholders and stakeholders to follow the proceedings.

Dividend Payment

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend will be credited on **Tuesday 29 April 2025** to duly mandated accounts of members so entitled, whose names appear in the register of members at the close of business on **16 April 2025**

Unclaimed Dividends

Shareholders are hereby informed that several dividends remain unclaimed or are yet to be presented for payment or returned to the Registrars for revalidation. A schedule of members who are yet to claim their dividends will be circulated to Shareholders along with the Annual Report and Financial Statements. Any Shareholder affected by this is advised to write or call at the office of the Company's Registrars, CardinalStone Registrars Limited, 335/337, Herbert Macaulay Way, Yaba, Lagos.

Audit Committee

In accordance with Section 404 (6) of the Companies and Allied Matters Act 2020, any shareholder may nominate a shareholder for appointment to the Audit Committee. Such nomination should be in writing and reach the Company Secretary not less than 21 days before the Annual General Meeting. The Companies and Allied Matters Act 2020 provides that all members of the Audit Committee shall be financially literate.

The Code of Corporate Governance issued by the Securities and Exchange Commission also stipulates that members of the Audit Committee should have basic financial literacy and should be able to read financial statements. Thus, a detailed curriculum vitae confirming the nominee's adequate qualification should be submitted with each nomination.

Rights of Shareholders to Ask Questions

Shareholders and other holders of the Company's securities reserve the right to ask questions not only at the meeting, but also in writing prior to the meeting, and such questions should be submitted to the Company on or before **21 April, 2025**.