



Lagos, April 28, 2022

RESOLUTIONS PASSED AT THE 9TH ANNUAL GENERAL MEETING OF FCMB GROUP PLC

At the 9th Annual General Meeting of FCMB Group Plc (the Company) held at First City Plaza, 44 Marina, Lagos on Wednesday, April 27, 2022, the following resolutions were duly passed:

1. That the Report of the Directors and the Audited Financial Statements of the Company for the year ended December 31 2021, together with the Report of the Auditors thereon and the Audit Committee Report be and are hereby adopted.
2. That a dividend payment of N 0.20 Kobo per every 50 Kobo ordinary share be and are hereby declared payable to members so entitled whose names appear in the Register of Members at the close of business on April 14 2022.
3.
 - i. That the appointment of Ms. Muibat Ijaiya as a director on the Board of FCMB Group Plc be and is hereby approved.
 - ii. That the appointment of Mr. Gbolahan Joshua as a director on the Board of FCMB Group Plc be and is hereby approved.
4.
 - i. That Prof. Oluwatoyin Ashiru be and is hereby re-elected as a Director of the Company.
 - ii. That Dr. (Engr) Gregory Ero be and is hereby re-elected as a Director of the Company.
 - iii. That Alhaji Mustapha Damcida be and is hereby re-elected as a Director of the Company.
5. That the Directors be and are hereby authorized to fix the remuneration of the Auditors.
6. The remuneration of managers of the Company as disclosed in the Annual Reports and Accounts was disclosed to and noted by members in line with section 257 of the Companies and Allied Matters Act 2020.
7. The underlisted persons were re-elected as members of the Audit Committee for the 2022 Financial Year:
 - i. Chief S. Bolaji Daranijo
 - ii. Evangelist Soares Peter Akinola
 - iii. Alhaji Hakeem Abayomi Batula

The following Directors were nominated to represent the Board on the Audit Committee:

- i. Prof Oluwatoyin Ashiru
- ii. Mrs. Olapeju Sofowora

8. That pursuant to Section 868 of the Companies and Allied Matters Act 2020, which defines 'Share Capital' to mean 'Issued Share Capital of a Company at any given time',

The Directors be and are hereby authorised to take steps to comply with the requirements of the Companies and Allied Matters Act (CAMA) 2020 and the Company Regulations 2021 as it relates to unissued shares currently standing to the capital of the Company including the cancellation of the unissued shares of the Company".

That following cancellation of the unissued shares of the Company, that Clause 6 of the Company's Memorandum and Articles of Association be and is hereby altered to comply with resolution 8 (i) above, and to replace the provision stating, "the Authorised Share Capital" with "the Issued Share Capital."

That to give effect to this resolution, the Board be and is hereby authorised to do all such acts/deeds and give such directions as may be necessary or expedient and settle any concern that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable (including filing all required returns at the Corporate Affairs Commission) and its decision shall be final and binding.



OLUFUNMILAYO ADEDIBU (MRS.)
COMPANY SECRETARY