

Lagos, Nigeria, June 22, 2022

## **RESOLUTIONS PASSED AT THE 10th ANNUAL GENERAL MEETING OF FBN HOLDINGS PLC**

At the 10th Annual General Meeting of FBN Holdings Plc (the Company) held at the Skyline Hall, Oriental Hotel, 3 Lekki – Epe Expressway, Victoria Island, Lagos on Monday, June 20, 2022, the following resolutions were duly passed:

1. That the Reports of the Directors, Auditors, External Consultants on the Board Appraisal and Audit Committee together with the Audited Accounts for the financial year ended December 31, 2021 now submitted to this meeting be and are hereby received.
2. That a dividend payment in the total sum of ₦12,563,352,477.00 (Twelve Billion, Five Hundred and Sixty Three Million, Three Hundred and Fifty Two Thousand , Four Hundred and Seventy Seven Naira) which translates to 35 kobo per 50 kobo ordinary share of the company, subject to withholding tax, with the Dividend payable on Tuesday, June 21, 2021 to members whose names appear in the Register of Members at the close of business on June 13, 2022 be and is hereby approved.
3. That the appointment of the following Directors be and are hereby approved:
  - i. Mr. Julius B. Omodayo-Owotuga as Non-Executive Director
  - ii. Mr. Nnamdi Okonkwo as the Group Managing Director
4. That the remuneration and expenses of the Company's Auditor Messrs. KPMG Professional Services be fixed by the Directors in respect of the period ending at the conclusion of the next Annual General Meeting.
5. That the remuneration of the Managers of the Company be and is hereby disclosed.
6. That the following persons be and are hereby appointed as members of the Company's Statutory Audit Committee:
  - i. Mr. Fuad Umar Farouk
  - ii. Mr. Taiwo Kashimawo Akanji, FCA
  - iii. Mr. Vitalis Ekwem Anyiam.

The Board representative on the Statutory Audit Committee are:

- i. Sir. Peter Aliogo
  - ii. Mr. Khalifa Imam.
- 7A. That the Directors be and are hereby authorized to take steps to comply with the requirements of the Companies and Allied Matters Act (CAMA), 2020 S.124 and the Companies Regulations 2021 as it relates to unissued shares currently standing to the capital of the Company.

- 7B. That the Company be and is hereby authorised to take all steps necessary to ensure that the Memorandum and Articles of Association of the Company are altered to comply with Resolution (A) above, including replacing the provision stating the authorised share capital with the issued share capital.
- 7C. That the Directors be and are hereby authorized to enter into and execute any agreements, deeds, notices and any other documents necessary for and or incidental to resolution (A) above.
- 7D. That the Directors of the Company or any one of them for the time being, be and are hereby authorized to appoint such professional parties and advisers and to perform all such other acts and do all such other things as may be necessary for or incidental to the above resolutions, including without limitation, complying with directives of any regulatory authority.

**For: FBN HOLDINGS PLC,**



**Adewale L.O Arogundade**  
**Acting Company Secretary**