

NOTICE OF 14TH ANNUAL GENERAL MEETING



First HoldCo Plc (RC 916455)

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting (AGM) of members of First HoldCo Plc (the "Company") will be held virtually via <https://first-holdco.com/agm-2026-live/> on Friday, 29 May, 2026, at 10a.m. prompt to transact the following businesses:

ORDINARY BUSINESS

1. To receive the Company's Audited Financial Statements for the financial year ended 31 December 2025, together with the reports of the Directors, Auditor, Board Evaluation Consultants and Audit Committee thereon.
2. To re-elect the following Directors who are retiring by rotation:
 - a) Peter Olufemi Otedola, CON, as Non-Executive Director; and
 - b) Dr Julius B. Omodayo-Owotuga as Non-Executive Director.
3. To authorise the Board to fix the remuneration of the External Auditor.
4. To disclose the remuneration of Managers of the Company.
5. To elect members of the Statutory Audit Committee.
- c. That the share capital of the Company be increased by such number of ordinary shares which may be required upon determination of the terms of the capital raise and the Directors be and are hereby authorised to pass all necessary resolutions to effect such increase and as well as to allot the new ordinary shares required in connection with the capital raise.
- d. That the Directors and the Group Company Secretary be and are hereby authorised to take requisite steps to reflect the changes in the share capital structure of the Company at the Corporate Affairs Commission, including but not limited to effecting the necessary amendment to the Company's memorandum of association and articles of association to reflect the updated Company share capital pursuant to the foregoing resolutions.

SPECIAL BUSINESS

6. To consider and if thought fit, pass the following as special resolutions:
 - a. That the Company be and is hereby authorised to undertake a capital raise of up to ₦253,099,328,580.50 (Two hundred and fifty-three billion, ninety-nine million, three hundred and twenty-eight thousand, five hundred and eighty naira and fifty kobo) to achieve ₦1 trillion paid up capital comprising share capital and share premium. 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, bonus issues, scrip dividend, or other equity instruments 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.
 - e. That the Directors be and are hereby authorized 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).
 - f. 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 relevant regulatory authority.

BY ORDER OF THE BOARD

ABIOLA BARUWA

Group Company Secretary
FRC/2021/002/00000022520
35 Marina, Lagos.

Dated the 6th day of May, 2026

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NOTES

1. PROXY

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his stead. A proxy also need not be a member. All instruments of proxy must be duly stamped at the Stamp Duties Office and deposited at the Registered Office of the Company or the office of the Registrars, Meristem Registrars & Probate Services Limited, 213, Herbert Macaulay Way, Adekunle, Yaba, Lagos, Nigeria, not later than 48 hours before the time for holding the meeting. If the proxy form is executed by a corporate body, the proxy form should be sealed with its common seal.

Where a shareholder who has appointed a proxy attends the meeting and he/she elects to vote through any of the channels provided by the Company and not through the appointed proxy, such shareholder must communicate this in writing to the Group Company Secretary prior to the commencement of the meeting.

NOTE: All instruments of proxy shall be stamped at the Company's expense.

2. VIRTUAL MEETING LINK

Further to 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 AGM is <https://www.first-holdco.com/agm-2026-live/>. The virtual meeting link will also be available on the Company's website at <http://www.first-holdco.com> and on the Registrars website at registrars.meristemng.com.

3. UNCLAIMED DIVIDEND WARRANTS

Shareholders are hereby informed that some dividend warrants have been returned to the Registrars as unclaimed, while some have neither been presented for payment nor to the Registrars for revalidation.

Affected members are by this Notice advised to contact the Registrars, Meristem Registrars & Probate Services Limited, 213, Hebert Macaulay Way, Adekunle, Yaba, Lagos, Nigeria.

4. STATUTORY AUDIT COMMITTEE

In accordance with Section 404 (6) of CAMA 2020, a shareholder may nominate another shareholder for appointment to the Statutory Audit Committee. Such nomination should be in writing and must reach the Group Company Secretary not less than 21 days before the AGM. The Companies and Allied Matters Act, 2020 (CAMA 2020), Code of Corporate Governance of the Financial Reporting Council, Securities and Exchange Commission (SEC) Guidelines and Central Bank of Nigeria (CBN) Corporate Governance Guidelines, respectively, indicate that some of the members of the Statutory Audit Committee should have basic financial literacy and be knowledgeable in internal control processes.

In view of the above, we therefore request that nominations be accompanied by a copy of the nominee's Curriculum Vitae. The Curriculum Vitae of eligible candidates will be posted on the Company's website before the date of the meeting.

5. RETIREMENT/RE-ELECTION OF DIRECTORS

Peter Olufemi Otedola, CON and Dr Julius B. Omodayo-Owotuga are retiring by rotation at this meeting in line with Section 285 of CAMA 2020. The retiring Directors, being eligible, are offering themselves for re-election as Directors at the AGM.

The profiles of the Directors are available in the Annual Report and on the Company's website

6. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Pursuant to Rule 19.12 (c) of the Nigerian Exchange Limited's Rulebook 2015, please note that it is the right of every shareholder to ask questions not only at the meeting but also in writing prior to the meeting. We urge that such questions be submitted to the Company Secretariat not later than two weeks before the date of the meeting.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members and transfer books of the Company would be closed from May 21, 2026, to May 22, 2026, (both dates inclusive) to enable the Registrar to make necessary preparations for the Annual General Meeting.