

ONE GROUP

MULTIPLE SOLUTIONS



FBN Holdings Plc INFORMATION PACK

For the 3rd Annual General Meeting of members of FBN Holdings Plc

Holding at the Zinnia Hall, Eko Hotel and Suites, Plot 1415 Adetokunbo
Ademola Street, Victoria Island, Lagos

On Thursday 21 May 2015 at 10.00am

DEAR SHAREHOLDERS,

The following resolutions will be tabled for your consideration at the 3rd Annual General Meeting of our company holding at the Zinnia Hall, Eko Hotel and Suites, Plot 1415 Adetokunbo Ademola Street, Victoria Island, Lagos. The proposed resolutions along with the rationale and justifications are hereinafter explained:

1. RESOLUTION ON REPORTS AND ACCOUNTS

EXPLANATION

This resolution is necessitated by the provisions of section 334 of the Companies and Allied Matters Act, 2004 ('CAMA') which makes it mandatory for the Directors of FBN Holdings Plc. ('FBNH' or 'the Company') to prepare Consolidated Financial Statements for each year and which shall include amongst other items, the Director's Report and the Auditor's report.

The Auditor's Report, which also forms part of the Annual Accounts and Reports is to be read before you at this meeting and is open for the inspection of any member. The Audit Committee is required by CAMA to make recommendations on the company's performance to the general meeting as it deems fit.

The Director's Report is required to contain the following issues in respect of the Company:

- i. A fair view of the development of the business of the Company and its subsidiaries during the year and of their position at the end of it;
- ii. The amount (if any) which they recommend should be paid as dividend and the amount (if any) which they propose to carry to reserves;
- iii. The names of the persons who, at any time during the year, were Directors of the Company and the financial activities of the Company and its subsidiaries in the course of the year and any significant change in those activities in the year;
- iv. Director's interest in the shares or Debenture of the Company;
- v. Donations given by the Company within the financial year;
- vi. Information relative to the employment, training and advancement of disabled persons;
- vii. Information relative to the health, safety and welfare at work of the employees of the Company; and
- viii. Information on Committees of the Board and its membership.

In addition to the statutory requirements, the Annual Reports and Accounts seek to give members a picture of the Company's financial performance for the outgoing financial year and also the External Consultant's Board Appraisal report.

PRAYER

Shareholders are therefore prayed to vote in favour of this resolution:

"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 31 December 2014 submitted to the meeting be received."

2. RESOLUTION ON DIVIDEND PAYABLE

EXPLANATION

According to the provisions of Section 379 of CAMA, the Company may, in general meeting, declare dividends in respect of any year or other period only on the recommendation of the Directors. Section 379 (3) further provides that the general meeting shall have the power to decrease the amount of dividend recommended by the directors, but shall have no power to increase the recommended amount.

The Board of Directors has recommended the payment of the sum of ₦3,263,208,435.6 (Three Billion, Two Hundred and Sixty-Three Million, Two Hundred and Eight Thousand, Four Hundred and Thirty-Five naira, Sixty kobo) only out of the distributable reserve of the company as dividend in respect of the financial year ended 31 December 2014. This translates to ₦0.10k per 50 kobo share of the company held, subject to withholding tax.

The low dividend pay-out by the company is as a result of the significant reduction in dividend received from its subsidiaries especially First Bank of Nigeria Limited. As a result of increased capital requirements by its regulator, occasioned by the adoption of Basel 2 Capital Accord, First Bank of Nigeria Limited has reduced its pay-out ratio and retained substantial portion of its profit to boost capital. This has impacted the capacity of FBN Holdings Plc. to pay dividends; hence the proposed cash dividend of ₦0.10k per Share and a scrip issue of one (1) for every ten (10) Shares held, translating to an 11.0% dividend yield. With the retention of ₦79.6 billion, we are confident that, the capital adequacy ratio of FirstBank is adequate for its business in the short to medium term. Hence, FBN Holdings Plc. has no immediate plans for any capital raising exercise especially given the currently depressed prices in the capital market.

PRAYER

Shareholders are requested to vote in favour of this resolution:

"That a dividend payment in the total sum of ₦3,263,208,435.60 which translates to ₦0.10k per 50 kobo ordinary share of the company, subject to withholding tax, be and is hereby approved."

3a. RESOLUTION ON ELECTION/RE-ELECTION OF ALL RETIRING DIRECTORS BY A SINGLE RESOLUTION

EXPLANATION

Section 261 of CAMA provides for the appointment of two or more persons as directors of the company by a single resolution at a general meeting of a company. However, such motion shall not be made unless resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

The purport of this provision is for logistic expediency and to ensure orderly conduct of the AGM. In order to avoid members having to pass individual resolutions for the re-election of each retiring director, and the appointments of new directors individually, this resolution seeks to have the re-election of the retiring directors by one single resolution.

PRAYER

Shareholders are therefore requested to vote in favour of this resolution:

"That the appointment of all retiring Directors offering themselves for re-election and the appointments of three new directors to the Board of FBN Holdings Plc be and is hereby approved by a single resolution."

3b. RESOLUTION ON RE-ELECTION OF DIRECTORS/APPOINTMENT OF DIRECTORS

EXPLANATION

Section 259 of CAMA provides that unless there is a contrary provision in the Articles of Association of a Company, all the directors of the company shall at the first Annual General Meeting (AGM) retire from office and at subsequent AGMs, one third of the directors, or if their number is not three or a multiple of three, the number nearest to one-third shall retire.

You will recall that all the directors retired at the first AGM of the Company (2013) and according to CAMA, one third of our board must also retire at subsequent AGMs. In view of this, the Group Chairman, Dr Oba Otudeko (CFR) and Lt. Gen. Garba Duba (rtd) retired and were re-elected at last year's AGM. Similarly, two of our directors shall be retiring at this meeting. They are Oye Hassan-Odukale, MFR and Abdullahi Mahmoud.

In July, 2014, a member of the Board, Lt. General Garba Duba (rtd) retired from the Board. In his place, Dr Hamza Wuro Bokki was appointed as an Independent Non-Executive Director and he brings to our Board several years of diverse experience acquired in both the public and private sectors.

Similarly, Omatseyin Ayida and Adebola Osibogun were appointed as Non-Executive Directors in January, 2015. Their respective appointments/re-elections will be presented to the general meeting for approval, subject to CBN approval.

Their respective profiles are as follows:

Oye Hassan-Odukale, MFR

Oye Hassan-Odukale holds Bachelors and Masters Degrees in Business Administration from the University of Houston, and has since 1994 held the position of Managing Director/CEO of Leadway Assurance Company Limited, a foremost underwriting firm in Nigeria. His appointment was preceded by over 14 years of experience in insurance brokerage, underwriting, investments and general management. Hassan-Odukale is a recipient of the national honor, Member of the Order of the Federal Republic (MFR) and sits on the board of several blue-chip companies in Nigeria. He is the Chairman of FBNBank UK, a wholly owned subsidiary of FirstBank in the city of London. Hassan-Odukale is a Munich Re scholar, Securities and Exchange Commission accredited Investment Manager and Portfolio Advisor. He is married with children and enjoys listening to music, reading and travelling.

Abdullahi Mahmoud

Abdullahi Mahmoud was the pioneer New York Representative/General Manager of the United Bank for Africa in the USA from 1982 to 1986. He held the position of Managing Director/CEO of the African International Bank Limited from 1991 to 1995. He was the pioneer Executive Director (Operations) of the Nigeria Deposit Insurance Corporation (NDIC). Abdullahi served as Group Managing Director of New Nigeria Development Company and as Non-Executive Director of NAL Bank from 1998 to 2004. He is a Fellow of the Association of Chartered Certified Accountants of the UK (FCCA), the Institute of Chartered Accountants of Nigeria (FCA), the Chartered Institute of Bankers of Nigeria (FCIB) and the Institute of Directors, Nigeria (FIOD). He is also an Alumnus of the Harvard Business School (AMP - 1992). He is married with four sons and loves scouting, travelling and photography.

Dr Hamza Wuro Bokki

Dr Hamza Wuro Bokki joined the Board of FBN Holdings Plc. as an Independent Non-Executive Director in August, 2014. He brings to the Board his expertise spanning over two decades in Asset Management and Pension Administration. He was the first student to be awarded a first class degree in Public Administration from the University of Maiduguri. He also holds a master's degree and PhD in Public Administration and Policy Analysis. Dr Wuro Bokki is a Fellow of the Chartered Pension Institute of Nigeria and a member of the Nigerian Institute of Management. He serves on the Boards and Audit Committees of several companies in public and private sectors. Dr Wuro Bokki serves on the Boards of ARMECO Nigeria Limited, NPF Pensions Limited and Williams Street Trustees Limited. He was Managing Director of the Gombe State Investment and Property Development Company Limited where he revamped the financial position of the company as well as the pioneer MD/CEO of APT Pensions which he brought to profitability within four years. He also served as Honourable Commissioner for Trade & Industry, Gombe State between 2012 and 2014, where he successfully ran the GMSG/BOI entrepreneurship development program which was adjudged the best in the country. Dr Wuro Bokki has attended several executive programmes on Corporate Governance and Audit Committee in Kenya, Gambia and USA. He is married with children and enjoys reading and travelling.

Adebola Osibogun

Adebola Osibogun was appointed to the Board of FBN Holdings Plc. in January, 2015. She brings to the board 30 years of immense financial services experience covering real estate financing, retail savings and loans at various institutions. She holds a Master of Science degree in Banking & Finance and a Bachelor of Education in Economics, both from the prestigious University of Ibadan. A Fellow and current President of the Chartered Institute of Bankers of Nigeria, she is also a Fellow of the Chartered Institute of Taxation of Nigeria and the Nigerian Institute of Management. She had an illustrious financial services career cutting across Co-operative Bank Plc. Coop Savings & Loans Limited, Skye Bank Plc. and Skye Trustees Limited. She was previously the Managing Director of Skye Trustees Limited and currently sits on the boards of Imowo Microfinance Bank Limited and Davidfinn Global Concept Limited. She was previously the Managing Director of Skye Trustees Limited and currently sits on the boards of Imowo Microfinance Bank Limited and Davidfinn Global Concept Limited. An astute researcher and writer, she has published several articles expounding on primary mortgage institutions and creation of mortgages. She has also served on the boards of leading mortgage institutions including FBN Mortgages Limited as a Non-executive director, Coop Savings & Loans Limited and was the National President of the Mortgage Bankers Association of Nigeria. Adebola has also served in several national capacities as a Member of the Presidential Committee on Housing and Urban Development, the Presidential Committee on Mortgage Finance and the Nigerian Real Estate Developers Association. She is happily married and loves basketball, polo and golf.

Omatseyin Ayida

Omatseyin Ayida joined the Board of FBN Holdings Plc. in January, 2015. He brings to the Board his expertise spanning over two decades in Portfolio Management, Risk and Strategic Human Resource Management. He is the Managing Director of Ruyat Oil Limited. He holds a Bachelor of Arts in Economics and Politics from the University of Kent, Canterbury, UK. He was previously the Managing Director of Capital Bank International Plc. where he led the successful buyout of the bank and merger of the lender with Access Bank Plc. and Marina International Bank in 2005, creating value for the shareholders. Before joining Capital Bank International in 2001, he served with Commercial Bank (Credit Lyonnais) Nigeria Limited in various capacities in the Corporate Finance Department, Multinational Corporate Banking, and Human Resource Management for the institution and rose to become the Deputy Managing Director in 1998. He also led the successful transformation of Credit Lyonnais to Capital Bank over an 11 month period in 2001. Omatseyin also sits on the boards of Ruyat Oil Limited, Jurewa Investment Limited, Victoria Properties Limited, Apricot Securities Limited and Alemaje & Co Limited. An honorary member of the Chartered Institute of Bankers, Omatseyin has in the past also served on the board of several institutions. He has attended several executive programmes at Harvard Business School, Lagos Business School and Centre International de Management et D'enseignement Strategique (CIMES). He is a golf lover and is married with children.

RE-ELECTION OF DIRECTORS AGED 70 YEARS OR MORE

Section 256 of the CAMA provides that special notice must be given where a Director being presented for re-election is aged 70 years or more. In compliance with this provision, special notice was given in the Notice of AGM that Abdullahi Mahmoud, who is eligible for re-election, is aged 70 years old.

PRAYER

Shareholders are therefore requested to vote in favour of this resolution:

"That Oye Hassan-Odukale, MFR and Abdullahi Mahmoud, who, having retired by rotation, and having offered themselves for re-election, are duly re-elected and that the appointments of Dr Hamza Wuro Bokki, Adebola Osibogun and Omatseyin Ayida as directors of FBN Holdings Plc be hereby approved."

4. TO APPROVE THE APPOINTMENT OF PRICEWATERHOUSECOOPERS (PwC) AS AUDITOR

EXPLANATION

Section 357 of CAMA provides for the Appointment of Auditors and clearly provides that every company shall at each AGM; appoint an auditor or auditors to audit the financial statements of the company. CAMA further provides under same section that the auditor is to hold office from the conclusion of that AGM, until the conclusion of the next AGM.

PwC was appointed as External Auditors at the Company's last AGM and will cease to hold office at the conclusion of this year's AGM by operation of law unless appointed by the shareholders.

PRAYER

Shareholders are therefore requested to vote in favour of this resolution:

"That Messrs. PricewaterhouseCoopers be appointed as external auditor to audit the financial statements of the Company and to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting."

5. RESOLUTION ON REMUNERATION AND EXPENSES OF THE COMPANY'S AUDITOR

EXPLANATION

Section 361 of CAMA provides that the remuneration of Auditors may be fixed by Directors (in the case of Auditors appointed by directors) or subject to the foregoing, may be fixed by the company in general meeting or in such manner as the company in general meeting may determine.

The Board will be guided in this regard by the Audit Committee in line with the provisions of Section 359 (6) which provides that the Audit Committee shall make recommendations to the Board with regards the appointment, removal and remuneration of the company's External Auditors.

The Company's External Auditor is PwC.

In compliance with the foregoing, it is usual practice to ask the general meeting to authorize the Board to fix the remuneration of the External Auditor.

PRAYER

Shareholders are therefore requested to vote in favour of this resolution:

"That the remuneration and expenses of the Company's Auditor Messrs' PricewaterhouseCoopers be fixed by the Directors in respect of the period ending at the conclusion of the next Annual General Meeting."

6. RESOLUTION ON APPOINTMENT OF AUDIT COMMITTEE

EXPLANATION

According to the provisions of Section 359(4) of CAMA, all public companies are mandated to have Statutory Audit Committees (SAC) to ascertain whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices. The Committee shall have a maximum of six (6) members including three (3) shareholder representatives and three (3) directors.

The statutory duties and role of the SAC are clearly stated in Section 359 (3) and (4) of CAMA. In addition, the various Codes of Corporate Governance – the CBN, SEC and NAICOM Codes – set out the corporate governance role and responsibilities of the SAC to include the following:

- i. Ascertain whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices;
- ii. Review the scope and planning of audit requirements;
- iii. Review the findings on management matters in conjunction with the external auditor and departmental responses thereon (Management Letter);
- iv. Keep under review the effectiveness of the Company's system of accounting and internal control;
- v. Make recommendations to the Board on the appointment, removal and remuneration of the external auditors of the Company, ensuring the independence and objectivity of the external auditors and that there is no conflict of interest which could impair the independent judgment of the external auditors;
- vi. Authorise the Internal Auditor to carry out investigations into any activity of the Company which may be of interest or concern to the committee; and
- vii. Assist in the oversight of the integrity of the Company's financial statements and establish and develop the internal audit function.

The SAC has a responsibility to ensure that the Company's financials are devoid of any misrepresentation or misleading information. The SAC may also play a significant role in the oversight of the Company's risk management policies and programmes where there is no Board Risk Management Committee charged with this function.

The following members of the Board are being proposed as the three designated Board members of the SAC:

1. Abdullahi Mahmoud
2. Oye-Hassan Odukale MFR
3. Chidi Anya

The profiles for Abdullahi Mahmoud and Mr Oye-Hassan Odukale MFR are outlined under item 3(b) above whilst Mr Anya's profile is as follows:

Chidi Anya

Chidi has over twenty five (25) years post call experience within the Nigerian legal system and is the Managing Partner of the Channings Law Firm, established in 1997. He provides leadership and strategic direction for the firm, and has for many years been recognized by his clients and peers as a leading commercial and corporate law specialist. His initial pupillage was with LN Mbanefo SAN, followed by a period as an Associate Counsel at Akin Delano & Company, Ibadan, Nigeria and Senior Associate Counsel at Debo Akande & Company, Lagos, Nigeria, prior to the setting up of his firm - Channings Law Firm. His legal career has equipped him with high level skills in negotiation, administration, communication, management, advocacy and ethical leadership, which he brings to the Board. Chidi also acts as Company Secretary to a number of leading indigenous conglomerates operating in strategic sectors of the Nigerian economy, where he provides guidance on corporate governance and compliance matters. He is a member of the Nigerian Bar Association (NBA). Chidi is married with three children and loves gardening, reading, writing, intellectual debate and philanthropy.

As previously explained, in addition to the three board members of the SAC, there shall also be three shareholder representatives, one of who will be the chairman of the SAC.

Any Shareholder may nominate another shareholder as a member of the Audit Committee by giving notice of such nomination to the Company Secretary at least twenty one (21) days before the day of the AGM.

The names of the shareholder nominees are currently being compiled and will be announced at the meeting and election conducted strictly by show of hands in accordance with section 225(3) which stipulates that there shall be no right to demand a poll on the election of members of the SAC.

PRAYER

Shareholders are therefore requested to vote to elect the nominees to represent shareholders on the Audit Committee for the current financial year.

7. RESOLUTION ON REMUNERATION OF DIRECTORS

EXPLANATION

Section 267 of CAMA provides that the remuneration of the directors shall, from time to time, be determined by the company in general meeting and such remuneration shall be deemed to accrue from day to day.

The practice of the general meeting has always been to authorize the Board of Directors to fix the remuneration of directors at a level consistent with industry average on remuneration/compensation for Directors.

PRAYER

Shareholders are therefore requested to vote in favour of this resolution:

"That the remuneration of the Directors of the Company be fixed at a level consistent with industry practice on the remuneration/compensation package for Directors."

8. RESOLUTION ON ISSUANCE OF BONUS SHARES**EXPLANATION**

In view of the relative dividend payout albeit with the reason earlier explained, the Board, as compensation to shareholders is recommending the issuance of a scrip (bonus) share to each shareholder on the basis of one new share for every ten shares held. In other words; all shareholders will receive new shares without them bringing any additional capital contribution to the company.

Section 116 & 117 of CAMA provides the legal basis for this issuance and the bonus share is the right of each shareholder.

In view of the preceding resolution and the need to reward the company's Shareholders for their perseverance and loyalty, the Board of Directors is therefore proposing the issuance of Scrip issue of one (1) Share for every ten (10) Shares of the company held, to existing Shareholders as issued and fully paid utilizing part of the company's Share Premium account. The authorized Share Capital of the company is currently fifty (50) billion units of 50 kobo each while issued and fully paid is 32,632,084,356 units of 50 kobo each. The Share Premium account has a balance of ₦254.5 billion. If approved, 3,263,208,436 new Shares will be issued to existing Shareholders as fully paid. This will increase the issued Shares of the company to 35,895,292,792 units and the Share Capital by ₦1,631,604,218. The Share Premium will reduce by the same amount, resulting in a NIL net effect on the company's Shareholders' Funds. Finally, please note that the combined effect of the ₦0.10 kobo cash dividend and bonus of 1 share for every ten shares held will amount to a distribution of ₦1.05 kobo per share as at April 2, 2015 which compares with ₦1.10 kobo per share distribution in 2014.

PRAYER

In view of the foregoing, shareholders are requested to vote in favour of this resolution:

"That the issuance of a scrip (bonus) share to each shareholder on the basis of one new share for every ten shares held as at the closure of Register, be and is hereby approved."

NOTES**PROXY**

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote in his stead. A Proxy need not also be a member but where appointed, shall have same rights as the member to speak at the meeting. All instruments of proxy should be duly stamped and deposited at the office of FBNH's registrars; First Registrars Nigeria Limited, 2, Abebe Village Road, Iganmu, Lagos, not later than 48 hours before the time for holding the meeting otherwise the proxy form will be rendered invalid.

A proxy form is at the end of this Information Pack.

Dr Oba Otudeko, CFR
Group Chairman



PROXY FORM FBN HOLDINGS PLC {RC 916455}

Third Annual General Meeting to be held at the Zinnia Hall, Eko Hotel and Suites, Victoria Island, Lagos on Thursday, 21 May 2015 at 10a.m.

*We
(Name of Shareholder in block letters)

The undersigned, being a member of the above named Company hereby appoint

.....
or failing him/her the Chairman of the meeting as my/our Proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 21 May 2015 and at any adjournment thereof.

Unless otherwise instructed, the Proxy will vote or abstain from voting as he/she thinks fit.

Dated this day of2015

Signature

NOTES:

1. This form of proxy together with the Power of Attorney or other authority, if any, under which it is signed or a notarial certified copy thereof must reach the office of FBNH's registrars: First Registrars Nigeria Limited, 2, Abebe Village Road, Iganmu, Lagos not later than 48 hours before the time for holding the meeting.
2. Where the appointer is a corporation, this form may be under seal or under the hand of any officer or attorney duly authorised.
3. In the case of joint holders, the signature of anyone of them will suffice, but the names of all joint holders should be shown.
4. It is a legal requirement that all instruments of proxy must bear appropriate stamp duty (currently ₦500.00) from the Stamp Duties Office.

Before posting the above form please tear off this part and retain it for admission to the meeting.

ADMISSION FORM FBN HOLDINGS PLC {RC 916455}

ANNUAL GENERAL MEETING TO BE HELD at the Zinnia Hall, Eko Hotel and Suites, Victoria Island on Thursday, 21 May 2015 at 10a.m.

*Name of Shareholder

*Name of Proxy (IF YOU ARE UNABLE TO ATTEND THE MEETING)

A member (shareholder) entitled to attend and vote is entitled to appoint one or more Proxies to attend and vote instead of him. A Proxy need not be a member. The above proxy form has been prepared to enable you to exercise your right to vote.

IMPORTANT

Please insert your name in BLOCK CAPITALS on both proxy and admission forms where asterisked. Insert the name of any person whether a member of the company or not, with the exception of the Chairman of the Company, who will attend the meeting and vote on your behalf.

We desire this proxy to be used in favour of/or against the resolution as indicated alongside	RESOLUTION	FOR	AGAINST
1) To Receive Consolidated Annual Report and Account			
2) To declare a Dividend			
3a) To Elect Directors by Single Resolution			
3b) To Re-Elect/Appoint Directors			
4) To Appoint Auditor			
5) To fix Remuneration of Auditor			
6) To Appoint Audit Committee Members			
7) To fix the remuneration of directors			
8) To Issue Bonus Shares			
Please indicate with "X" in the appropriate box how you wish your vote to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.			



Contact details and feedback

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