

PROXY FORM

FBN Holdings Plc (RC 916455)



4th Annual General Meeting to be held at the Zinnia Hall, Eko Hotel and Suites, Victoria Island, Lagos on Thursday, 26 May 2016 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 26 May 2016 and at any adjournment thereof.

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

Dated this day of2016

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 & Investor Services Limited, Plot 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 any one 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.

We desire this proxy to be used in favour of/or against the resolution as indicated alongside	Resolution	For	Against
	1) To receive the consolidated Annual Report and Account		
	2) To declare a dividend		
	3a) To elect MK Ahmad as Director		
	3b) To elect UK Eke, MFR, as Director		
	3c) To elect Dr Adesola Adeduntan as Director		
	4a) To re-elect Chidi Anya as Director		
	4b) To re-elect Dr Oba Otudeko, CFR, as Director		
	5) To fix remuneration of Auditor		
	6) To elect members of the Audit Committee		
	7a) To approve the write-down of Company's Share Premium Account with the sum of ₦19.5 billion		
	7b) To authorise the directors to perform other incidental acts to give effect to item 7a above.		
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.			

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, 26 May 2016 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.