

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 10th Annual General Meeting of Jaiz Bank Plc. will hold at Shehu Musa Yar'Adua Centre, Central Business District, Abuja on Tuesday 16th August 2022 at 11.00am to transact the following business:

## ORDINARY BUSINESS:

1. To Lay before the members, the Audited Financial Statements of the Bank for the period ended December 31, 2021, together with the Reports of the Directors, Auditors, and Statutory Audit Committee thereon;
2. To declare a dividend;
3. To re-elect Directors;
4. To elect Mr. Ahmed Alhaji Hassan as an Executive Director;
5. To appoint Messrs. Deloitte as External Auditors of the Bank in place of Messrs. Ahmed Zakari & Co. who would be retiring as the Company's Auditors;
6. To authorize the Directors to fix the remuneration of the Auditors;
7. To note the remuneration of Managers of the Bank
8. To elect Shareholder Representatives of the Statutory Audit Committee.

## SPECIAL BUSINESS

### As Ordinary Resolution:

9. To consider and if thought fit pass the following as ordinary resolutions:
  - i. "That the Board of Directors be and is hereby authorized to take all steps necessary to comply with the requirements of Section 124 of the Companies and Allied Matters Act 2020 and the Companies Regulations 2021, as it relates to unissued Shares forming part of the Share Capital of the Company, including the cancellation of the unissued Shares of the Company;
  - ii. That the Board of Directors be and is hereby authorized to take all steps necessary to ensure that the Memorandum and Articles of Association of the Company are altered to comply with resolution 9 (i) above including replacing the provision stating the authorized share capital with the issued share capital;
  - iii. That the Board of Directors be and is hereby authorized to undertake as it deems appropriate and in accordance with applicable laws, such steps, actions, business combinations or transactions that would enable the Company to achieve its short and long-term growth strategy required to improve competitiveness including but not limited to investment, acquisition, restructuring, capital raising, issuance of sukuk, expansion or business arrangement required to secure a competitive advantage for the Company.
  - iv. That the Board of Directors be and is hereby authorized to do all such things and take all such actions as are required by the Central Bank of Nigeria, Securities and Exchange Commission, the Nigerian Exchange Limited and other authorities to raise capital in the sum of N150,000,000,000.00 through issuance of Sukuk either in full or in series.
  - v. That the Board of Directors be and is hereby authorized to enter into and execute agreements, deeds, notices and any other document(s) necessary for and/or incidental to the above resolutions;
  - vi. That the Board of Directors be and is hereby authorized to appoint such professional parties, consultants and advisers as may be required to execute above resolutions;
  - vii. That the Board of Directors be and is hereby authorized to perform all acts and to do all such other things that may be necessary for or incidental to giving effect to the above resolutions, including without limitation, complying with the directives of the regulatory authorities."
10. That the Directors' Fees for the financial year ending December 31, 2022 be and is hereby fixed at N16million per annum for the Chairman and N14Million per annum for every other Non-Executive Director.

## NOTES:

### 1. Compliance with Covid-19 Related Directives and Guidelines

The Federal Government of Nigeria, State Governments, Health Authorities and Regulatory Agencies have issued a number of guidelines and directives aimed at curbing the

spread of COVID-19 in Nigeria. Particularly, the Federal Capital Territory Administration prohibited the gathering of more than 20 people while the Corporate Affairs Commission (CAC) issued Guidelines on Holding AGM of Public Companies by Proxy. The Convening and conduct of the AGM shall be done in compliance with these directives and guidelines.

### 2. Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy in his/her stead. A proxy need not be a member of the Company.

For the appointment of the proxy to be valid, a proxy form must be completed and deposited at the office of the Company's Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, Nigeria, or via email at [cfc@africaprudential.com](mailto:cfc@africaprudential.com) not later than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report and may also be downloaded from the Company's website at <https://www.jaizbankplc.com>;

### 3. Attendance by Proxy

In line with CAC Guidelines, attendance at the AGM shall be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

- i. Alhaji (Dr.) Umaru Mutallab, CON
- ii. Alhaji (Dr.) Musbahu Bashir
- iii. Mall. Hassan Usman, FCA
- iv. Mrs. Olabisi Bakare
- v. Alh. Kabiru Abdullahi Tambari
- vi. Mr. Patrick Ajudua
- vii. Bp. Goodluck Akporie

### 4. Stamping of Proxy

The Bank has made arrangement at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

### 5. Dividend

If the dividend recommended by the Directors is approved by the shareholders at the AGM, dividend will be paid by 16th August 2022. Given the previous notice to shareholders and the investing public by the Bank on the closing period for the purpose of dividend payment, dividend approved at the AGM will be paid to shareholders whose names appear in the Company's Register of members by close of business on Thursday, 26 May 2022

### 6. Election and Re-Election of Directors

Pursuant to Section 274 of the Companies and Allied Matters Act 2020, Ahmed Alhaji Hassan is being proposed for election as Executive Director of the Bank.

The appointment has been approved by the Central Bank of Nigeria and would be presented to Shareholders' for approval at the 10th Annual General Meeting.

Pursuant to Section 285 of the Companies and Allied Matters Act 2020, the following Directors shall retire by rotation and being eligible have offered themselves for re-election:

- i. Alhaji (Dr.) Aminu Alhassan Dantata
- ii. Mallam Falalu Bello
- iii. Alhaji (Dr.) Muhammadu Indimi
- iv. Alhaji (Dr.) Umaru Kwairanga

Special Notice is hereby given pursuant to Section 282 of the Companies and Allied Matters Act that Alhaji (Dr.) Umaru Abdul Mutallab, CON, HRH. Engr. Bello Muhammad Sani, OON, Alhaji (Dr.) Muhammadu Indimi, OFR and Alhaji (Dr.) Aminu Alhassan Dantata, CON are over 70 years of age and have indicated their willingness to continue in office.

The Biographical details of the Directors standing for election/re-election are provided in the Annual Report as well as the Bank's Website stated above.

### 7. Closure of Register of Members

As previously notified to shareholders and the investing public, the Register of Members and Transfer Books of the Bank will be closed from 27th May, 2022 to 2nd June 2022 (both days inclusive) for the purpose of dividend payment and updating the Register.

### 8. Nomination to the Audit Committee

In accordance with Section 404 of the Companies & Allied Matters Act, any member may nominate a shareholder as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. Such notice of nominations should be sent via email to [investorrelations@jaizbankplc.com](mailto:investorrelations@jaizbankplc.com) for the attention of the Company Secretary. A member of the Statutory Audit Committee is required to be financially literate and be knowledgeable in internal control processes. Consequently, a detailed resume disclosing requisite qualifications should be submitted with each nomination.

### 9. e-Dividend

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of receiving dividend payment electronically. Application form for e-dividend could be downloaded from our Registrars website at <https://africaprudential.com/forms-offers/> to enable shareholders furnish particulars of their accounts to the Registrar as soon as possible. Detachable forms in respect of mandate for e-dividend payment and shareholder's data update are attached to the Annual Report for convenience.

### 10. Unclaimed Share Certificates

Shareholders with share certificates that have remained unclaimed, or are yet to be returned for validation are advised to complete the e-dividend registration or contact the Company's Registrars at the address stated above, or the Company Secretary at the Bank's Registered address stated below, or any of the Bank's Branches. Shareholders are also encouraged to update their contact information in the event of change of such information. Change of Address Form can be downloaded from our Registrar's Website stated above. Requests may be addressed to the Registrars of the Bank or the Company Secretary at the Bank's registered address stated below.

### 11. e-Report

In order to improve delivery of our Annual Reports, we hereby request that shareholders who wish to receive Annual Reports and other statutory reports of Jaiz Bank Plc in electronic format should download the e-Report Request Form from the Bank's Website stated above, complete and return the form to the Company Secretary for further processing or simply email the Company Secretary at [investorrelations@jaizbankplc.com](mailto:investorrelations@jaizbankplc.com).

### 12. Website

A copy of this Notice, Biographical details of Directors standing for election, re-election, and other information relating to the meeting, as well as the full version of the Annual Reports and Financial Statements can be downloaded from the Bank's website stated above.

### 13. Rights of Shareholders to Ask Questions

Shareholders have a right to ask questions at the Annual General Meeting. Shareholders may also submit questions prior to the Meeting in writing to the Company, and such questions must be submitted to the Company through email at [investorrelations@jaizbankplc.com](mailto:investorrelations@jaizbankplc.com) on or before Tuesday 9th August 2022.

### By Order of the Board



MR. MOHAMMED SHEHU  
Company Secretary  
FRC/2017/NBA/00000016416  
Jaiz Bank Plc.  
Kano House  
No. 73 Ralph Shodeinde Street  
Central Business District, Abuja  
Federal Capital Territory