

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

JAIZ BANK PLC.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Jaiz Bank Plc. will hold at the Bank's Corporate Head Office at **Kano House, 73 Ralph Shodeinde Street, Central Business District Abuja, FCT on Wednesday, 28th October 2020 at 11.00am** to transact the following business:

SPECIAL BUSINESS:

To consider and if thought fit, pass the following with or without modification as Special Resolutions of Jaiz Bank Plc. (the "Bank"):

- 1 "That the Directors be and are hereby authorized to raise additional capital of ₦10,000,000,000.00 (Ten Billion Naira) by way of Private Placement";
- 2 "That subject to obtaining the requisite regulatory approvals, the Private Placement shall be by way of offer for subscription of 20,000,000,000 (Twenty Billion) Ordinary Shares of the Bank at the rate of N0.65k (Sixty-Five Kobo) per share to identified investors";
- 3 "That subject to the approval of the Nigerian Stock Exchange (NSE), the Placement shares shall be listed on the NSE upon conclusion of the Private Placement";
- 4 "That the Directors be and are hereby authorized to take all necessary steps required to give full effect to the Private Placement including the execution of any documents, all regulatory filings and appointment of professional advisers".

Dated this 28th day of September 2020

By Order of the Board



Mrs. Rukayat Oziama Dahiru

Company Secretary

Jaiz Bank Plc.

Kano House

No. 73 Ralph Shodeinde Street

Central Business District

Abuja

Federal Capital Territory

BOARD OF DIRECTORS:

Alh. (Dr.) Umaru Abdul Mutallab, CON - Chairman, Hassan Usman, FCA - MD/CEO, Mahe M. Abubakar - Deputy Managing Director, AbdulFattah O. Amoo - Executive Director, Alh. (Dr.) Muhammadu Indimi, OFR, Alh. (Dr.) Aminu Al-Hassan Dantata, CON, Prof. Tajudeen A. Adebiji, Malam Falalu Bello, OFR, Nafiu Baba-Ahmed, mni, Dr. Mohamed Ali Chatti (Tunisian), Alh. Mukhtar S. Hanga, HRH (Engr.) Bello Mohammed Sani, OON, Alh. (Dr.) Muhammad Musbahu Bashir, Alh. (Dr.) Umaru Kwairanga



NOTES:

The Special Placement of ₦10,000,000,000:00 is required to fund the Bank's branch expansion drive, enhance its Information Technology (IT) infrastructure, and enhance its working capital to meet the needs of its teeming customers.

Attendance by Proxy

1. In View of the COVID 19 Pandemic, attendance at the Extraordinary General Meeting ("EGM") shall only be by Proxy. A Shareholder of the Bank entitled to attend and vote at the EGM is advised to select from the under-listed proposed proxies, to attend and vote in his/her stead:
 - i. Alhaji (Dr.) Umaru Mutallab FCA, CON
 - ii. Mall. Hassan Usman, FCA
 - iii. Alhaji (Dr.) Musbahu M. Bashir

2. A Proxy Form is attached to this EGM Notice for your use. All instruments of Proxy must be deposited at the registered office of the Bank at **73, Ralph Shodeinde Street, Sentral Business District Abuja**, Nigeria, or submitted via email to investorrelations@jaizbankplc.com or cfc@africaprudential.com or deposited at the Office of the Bank's Registrars, **Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, Nigeria**, not later than 48 hours before the time fixed for the meeting. The Proxy Form may also be downloaded from the Company's website at <https://www.jaizbankplc.com>.

3. It is a requirement of the law under the Stamp Duties Act, Cap S8, Laws of Federation of Nigeria 2004 that any instrument that is intended to be used by or on behalf of any person entitled to vote at any meeting of Shareholders must be duly stamped by the Commissioner of Stamp Duties.

Note that the payment of stamp duties for all instruments of Proxy shall be at the Bank's expense.

4. In the case of Joint Shareholders, the signature of any one of them will suffice but the names of all Joint Shareholders must be stated.

5. If the Shareholder is a corporation, the Proxy Form must be under the Common Seal or under the hand of the same officer or attorney duly authorized by the corporation to act on its behalf.



Rights of Shareholders to Ask Questions

Pursuant to Rule 19.12 (c) of the Nigerian Stock Exchange Rulebook 2015, every Shareholder has a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such questions shall be submitted to the Company through email at investorrelations@jaizbankplc.com not later than two (2) weeks before the meeting.

COVID-19 and Challenges of Convening a Physical Meeting

1. Because of the COVID-19 Regulations issued by the President of the Federal Republic of Nigeria and the directives of the Minister of the FCT banning gatherings of more than 20 persons whether held in public or privately, as well as the social distancing rules prescribed by the Nigeria Centre for Disease Control, the Directors are conscious of and are very concerned about the wellbeing and lives of all the Shareholders of the Bank.
2. This is evidenced in the decision to hold the EGM in a manner that does not compromise the safety of lives of the Bank's Stakeholders or contravene the rules and regulations issued by the Federal Government and FCT for the promotion of public health.
3. The Board has therefore resolved to deploy technology to enable the Bank's Shareholders attend and observe the proceedings at the meeting remotely. Accordingly, each Shareholder will be able to observe the proceedings through an internet webcast known as **ZOOM**. The Zoom meeting link will be pasted on the Bank's Website, specifically the **Investor Relations Portal** before the EGM. Shareholders who wish to receive the ZOOM meeting log-in details in advance are advised to send their email addresses and/or phone numbers to the company secretary at investorrelations@jaizbankplc.com promptly.
4. The Board further enjoins Shareholders to embrace virtual participation in the EGM. Regardless of a Shareholder's plan to join the virtual EGM, it is strongly recommended that he/she completes the Proxy Forms to ensure that their votes count in the approval of this transaction by ticking the relevant boxes on the Forms to guide the decision of their proxies on whether to vote for or against the proposed resolutions on the agenda.
5. Should you have any question regarding the contents of this Notice, please send an email to Jaiz Bank Secretariat at investorrelations@jaizbankplc.com and your queries will be attended to.

