

FCT Abuja, August 17, 2022

RESOLUTIONS PASSED AT THE 10TH ANNUAL GENERAL MEETING OF JAIZ BANK PLC

The members of Jaiz Bank Plc at its 10th Annual General Meeting held on Tuesday 16th August 2022 at Shehu Musa Yar'adua Centre, Central Business District, Abuja at 11:00 am proposed and passed the following resolutions:

Ordinary Business:

1. "That the Audited Financial Statements for the year ended 31st December 2021, together with the Report of the Directors, Report of the Audit Committee and Auditors' Reports thereon be and are hereby received."
2. "That a final dividend of N0.04kobo per share be and is hereby sanctioned and the directors be and are hereby authorized to pay the same on Tuesday 16th August 2022 to shareholders whose names appeared in the Company's Register of Members by close of business on Thursday 26th May, 2022 subject to the deduction of the appropriate Withholding Tax at the time of payment, as recommended by the Board."
3. "That Alh. (Dr) Aminu Alhassan Dantata CON, Mallam Falalu Bello OFR, Alh. (Dr.) Muhammadu Indimi and Alh. (Dr.) Umaru Kwairanga who retired by rotation at the meeting being eligible and having presented themselves for re-election be and are hereby re-elected as Non-Executive Directors of the Company."
4. "That Mr. Ahmed Alhaji Hassan be and is hereby elected as an Executive Director of the Company."
5. "That Messrs. Deloitte be and are hereby appointed as External Auditors of the Company in place of Messrs. Ahmed Zakari & Co. who would be retiring as the Company's Auditors."
6. "That the Directors be and are hereby authorized to fix the remuneration of the Auditors."
7. "That pursuant to Section 238 and 257 of the CAMA, the Annual Remuneration of Managers of the Bank be and is hereby noted."
8. "That pursuant to Section 404 (3) and (6) of the CAMA, Alh. Shehu Mohammed, FCA, Alh. Mohammed Gulani Shuaibu, FCA, Alh. Ibrahim Ozomata Lawal, FCA were elected as shareholders' representatives on the Audit Committee while Alh. (Dr) Aminu Dantata, CON, and Alh. (Dr.) Umaru Kwairanga FCIS were nominated to represent the Board on the Audit Committee."



BOARD OF DIRECTORS

Alh. (Dr.) Umaru Abdul Mutallab, CON - Chairman, Hassan Usman, FCA - MD/CEO, AbdulFattah O. Amoo - Executive Director, Sirajo Salisu Ph.D - Executive Director, Ahmed A. Hassan Executive Director, Alh. (Dr.) Muhammadu Indimi, OFR, Alh. (Dr.) Aminu Al-Hassan Dantata, CON, Malam Falalu Bello, OFR, Alh. Mukhtar S. Hanga, HRH (Engr.) Bello Mohammed Sani, OON, Alh. (Dr.) Muhammad Musbahu Bashir, Alh. (Dr.) Umaru Kwairanga, Alhaji Ibrahim Mamun Maude, Mr. Seedy Njie (Gambian), Aisha Waziri Umar, Dr. Abdullateef Bello.



Special Business:

9. 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, including but not limited to investment, acquisition, restructuring into HoldCo, capital raising, issuance of sukuk, expansion or any 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 and any other regulatory authority to raise capital in the sum of **₦150,000,000,000.00** through either Equity and/or issuance of Sukuk 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 comply with 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 ₦16million per annum for the Chairman and ₦14Million per annum for every other Non-Executive Director."
11. That the appointment of Dr. Sirajo Salisu as the MD Designate upon the retirement of the MD/CEO – Mall. Hassan Usman on October 15, 2022 subject to the approval of the Central Bank of Nigeria be and is hereby noted."



Mohammed Shehu
Company Secretary/Legal Adviser

