

15<sup>th</sup> June 2022

**Through: Email**

- 1. Mrs Olufunke Irabor**  
27, Rab Road,  
Felele, Ibadan,  
Oyo State
- 2. Mr Adebayo Adams**  
46, Oduduwa Way GRA,  
Ikeja, Lagos State.
- 3. Mrs. Udochi Iheanacho**  
House 5, 19, Okotie Eboh Close,  
South-West, Ikoyi,  
Lagos, Nigeria.
- 4. Mr. Oluwole Akinnusi**  
Ground Floor, Asabi House,  
108, Adekunle Fajuyi Road,  
Adamasingba, Ibadan,  
Oyo State.
- 5. Mr. Kazeem Oseni**  
Plot A1, Yetunde Owoseni Close,  
Off Bello Folawiyo Street,  
Ikosi Ketu, Lagos State.
- 6. Mr. Yemi Adeyemi**  
Wallington, SM6, 9LG,  
Wallington, United Kingdom
- 7. Mr Paul Adebimpe**  
A7 Street, House 35,  
Citec Estate, Mbor, FCT,  
Abuja.
- 8. The Managing Director**  
**Fullrange Holding Company Limited**

2<sup>nd</sup> Floor, Prime Plaza, Plot 187,  
Adetokunbo Ademola Crescent,  
Wuse 2, Abuja

**NOTICE AND AGENDA OF THE FIRST ANNUAL GENERAL MEETING OF FULLRANGE MICROFINANCE BANK LIMITED**

**NOTICE IS HEREBY GIVEN** that the First Annual General Meeting of Fullrange Microfinance Bank Limited (‘the Company’) will be held on Thursday, 16<sup>th</sup> June 2022 at 2<sup>nd</sup> Floor, Prime Plaza, Plot 187, Adetokunbo Ademola Crescent, Wuse 2, Abuja at 10:00 a.m , to transact the following businesses:

**AGENDA:**

1. Call to Order.
2. Adoption of Agenda.
3. To consider and if thought fit, pass a resolution to accept less than the statutory notice of meeting as stated hereunder:

*‘THAT it be agreed that notwithstanding the fact that this meeting, held on Thursday, 16<sup>th</sup> June, 2022 was called by shorter notice than that required by the Companies and Allied Matters Act, 2020, this meeting be deemed to have been duly called.’*

4. To ratify the appointment of the following directors of the Company:
  - 4.1. Mrs Olufunke Irabor;
  - 4.2. Mr Oluwole Akinnusi; and
  - 4.3. Mrs Udochi Iheanacho
5. To lay the Company’s Consolidated Audited Financial Statement for the year ended December 31st 2018, 31<sup>st</sup> December 2019, 31<sup>st</sup> December 2020 and the Reports of the Directors and Auditors thereon.
6. **Special Business**

To consider and if thought fit pass the following resolutions:

**6.1. Amendment of the Company’s Articles of Association**

*“THAT the Articles of Association of the Company be and is hereby amended to provide for the appointment, removal, rights, responsibilities and termination of an Alternate Directorship as follows:*

**Appointment and Removal of Alternates**

1. Any director (the “appointor”) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to—
  - a) exercise that director’s powers, and
  - b) carry out that director’s responsibilities,

*in relation to the taking of decisions by the directors in the absence of the alternate's appointor.*

2. *Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.*
3. *The notice must—*
  - a) *identify the proposed alternate, and*
  - b) *in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.*

#### *Rights and Responsibilities of Alternate Directors*

4. *An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor.*
5. *Except as the articles specify otherwise, alternate directors—*
  - a) *are deemed for all purposes to be directors;*
  - b) *are liable for their own acts and omissions;*
  - c) *are subject to the same restrictions as their appointors;*  
*and*
  - d) *are not deemed to be agents of or for their appointors.*
6. *A person who is an alternate director but not a director—*
  - a) *may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and*
  - b) *may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).*

*No alternate may be counted as more than one director for such purposes.*

7. *An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.*

#### *Termination of Alternate Directorship*

8. *An alternate director's appointment as an alternate terminates—*

- a) *when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;*
- b) *on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;*
- c) *on the death of the alternate's appointor; or*
- d) *when the alternate's appointor's appointment as a director terminates, except that an alternate's appointment as an alternate does not terminate when the appointor retires by rotation at a general meeting and is then re-appointed as a director at the same general meeting."*

#### **6.2. Allotment of the Company's Ordinary Shares**

*"**THAT** the Company hereby allots its unallotted 100,000,000 units of Ordinary Shares to Fullrange Holding Company Limited"*

#### **6.3. Authorization of the Company Secretary**

*"**THAT** subject to the directives of the Board of Directors of the Company, the Company Secretary be and is hereby authorized to take all necessary steps to give effect to these resolutions by filing the requisite returns at the Corporate Affairs Commission."*

- 7. To transact any other business which may be properly transacted at an Annual General Meeting.
- 8. Adjournment.

*A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.*

**DATED THIS 15<sup>TH</sup> DAY OF JUNE , 2022**



Taiwo Ogundiran LL. B; B.L.

**PP: FUNMI ROBERTS & CO NOMINEES LIMITED  
(COMPANY SECRETARY)**

**IN THE MATTER OF THE COMPANIES AND ALLIED MATTERS ACT 2020**  
**FULLRANGE MICROFINANCE BANK LIMITED**  
(RC 1341252)

**APPOINTMENT OF PROXY**

Note: Kindly read the notes below before signing this Proxy Form

I,.....of.....  
.....being a member of the above-named Company hereby appoint MR./MRS./MISS  
.....of.....  
.....as my proxy to speak on my behalf and vote for me at the Annual General Meeting of the Company  
to be held on the 16<sup>th</sup> June 2022 in such manner as my proxy shall think proper.

Signed this.....day of.....2022

.....

## **Notes about the proxy form**

1. As a member of the Company, Fullrange Microfinance Bank Limited, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and then attend the meeting in person, your proxy appointment will terminate automatically.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Where you appoint a proxy, you are responsible for ensuring that he attends the meeting and is aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to give him the relevant instructions directly.
4. To appoint a proxy using this form, the form must be:
  - 4.1. Completed and signed; and
  - 4.2. Sent or delivered to the Company Secretary via email: [info@funmirobertsandco.com](mailto:info@funmirobertsandco.com) and same must be received not later than 10:30 p.m. on 15<sup>th</sup> June 2022.
5. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
6. Any Power of Attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be attached to the proxy form.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.
8. If you submit more than one valid proxy form, the proxy form received last before the latest time for the receipt of proxies will take precedence.
9. In order to revoke a proxy instruction you will need to inform the Company Secretary before the commencement of the meeting.