

NOTICE OF ANNUAL GENERAL MEETING

FIRST BANK OF NIGERIA PLC

RC 6290

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NOTICE IS HEREBY GIVEN that the 40th Annual General Meeting of members of FIRST BANK OF NIGERIA PLC will be held at the Congress Hall, Transcorp Hilton, No 1, Aguiyi Ironsi Street, Maitama, Abuja on Thursday, August 20, 2009 at 11.00 a.m. to transact the following:

Ordinary Business

1. To receive the audited accounts for the year ended March 31, 2009 together with the reports of the Directors, Auditors and Audit Committee thereon;
2. To declare a dividend;
3. To elect Directors;
4. To approve the remuneration of Directors;
5. To authorise the Directors to fix the remuneration of the Joint Auditors;
6. To elect members of the Audit Committee.

Special Business

To consider and if thought fit, pass the following as Special Resolution:

7. "That pursuant to Article 47 of the Articles of Association of the Company, the Directors having so recommended, it is desirable to capitalise the sum of ₦2.1 billion from the balance of General Reserve and accordingly that such sum be set free for distribution amongst the members on the Register of Members at the close of business on Friday, July 17, 2009, on condition that the same be not paid in cash but applied in paying up in full at par 4,143,756,742 of the unissued ordinary shares of 50 kobo each to be allotted, distributed and credited as fully paid-up to and amongst such members in the proportion of one new ordinary share for every six ordinary shares held by them on that day, and such new shares shall rank for all purposes *pari passu* with the existing issued ordinary shares of the company, the shares so distributed being treated for all purposes as capital and not as income and these new shares shall not qualify for payment of dividend in respect of the 2008/2009 accounts, and the Directors shall give effect to this resolution on receipt of the necessary permission from the authorities."

Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote in his stead. A Proxy need not also be a member. A proxy form is at the end of the financial statements. All instruments of proxy should be duly stamped at the Stamp Duties Office and deposited at the registered office of the Company or the Office of the Registrar, Plot 2, Abebe Village Road, Iganmu, Lagos not later than 48 hours before the time for holding the meeting.

Dividend Warrants

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend warrants will be posted on August 24, 2009 to members whose names appear in the Register of members at the close of business on Friday, July 17, 2009.

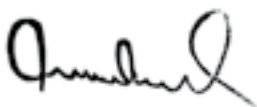
Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from July 20–24, 2009 (both dates inclusive) for the purpose of payment of dividend.

Note

Any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Secretary of the Company at least 21 days before the Annual General Meeting.

BY ORDER OF THE BOARD



Tijjani M. Borodo
COMPANY SECRETARY

35 MARINA, LAGOS

Dated this 25th day of June, 2009



Borodo, Tijjani Mohammed
Company Secretary