

## PROXY FORM

EXTRAORDINARY GENERAL MEETING OF THE FBN HERITAGE FUND TO BE HELD ON THURSDAY, 20 JUNE 2019 BY 11AM AT WESTWOOD HOTEL, 22 AWOLOWO ROAD, IKOYI, LAGOS.

SPECIAL BUSINESS		FOR	AGAINST	ABSTAIN										
1	THAT THE NAME OF THE FUND BE CHANGED TO THE <b>FBN BALANCED FUND</b> .													
2	BY AMENDING CLAUSE 2 OF THE TRUST DEED TO READ AS FOLLOWS: "IT IS HEREBY DECLARED THAT AN OPEN-ENDED COLLECTIVE INVESTMENT SCHEME IN THE FORM OF A TRUST IN THE NAME AND TITLE OF " <b>FBN BALANCED FUND</b> " IS HEREBY CREATED AND THE FUND MANAGER IS HEREBY APPOINTED TO ESTABLISH, MANAGE, OPERATE AND ADMINISTER THE TRUST AND THE TRUSTEE IS HEREBY NOMINATED, CONSTITUTED AND APPOINTED AS THE TRUSTEE OF THE TRUST FUND."													
3	BY DELETING CLAUSE 8.4 OF THE TRUST DEED IN ITS ENTIRETY, AND SUBSTITUTING WITH A NEW CLAUSE 8.4 TO READ AS FOLLOWS:  "THE ASSET ALLOCATION POLICY OF THE FUND TO BE COMPUTED AT PREVAILING MARKET VALUES FROM TIME TO TIME, SHALL BE AS FOLLOWS:  <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">ASSET CLASS</th> <th style="text-align: left;">ASSET ALLOCATION</th> </tr> </thead> <tbody> <tr> <td>8.4.1 MONEY MARKET INSTRUMENTS</td> <td>20-60%</td> </tr> <tr> <td>8.4.2 FIXED INCOME (BONDS)</td> <td>20-40%</td> </tr> <tr> <td>8.4.3 EQUITIES*</td> <td>40-60%</td> </tr> <tr> <td>8.4.4 CASH</td> <td>0-5%</td> </tr> </tbody> </table> * THE EQUITY ALLOCATION COVERS BOTH QUOTED AND UNQUOTED EQUITIES	ASSET CLASS	ASSET ALLOCATION	8.4.1 MONEY MARKET INSTRUMENTS	20-60%	8.4.2 FIXED INCOME (BONDS)	20-40%	8.4.3 EQUITIES*	40-60%	8.4.4 CASH	0-5%			
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4	BY DELETING CLAUSE 46 OF THE TRUST DEED IN ITS ENTIRETY, AND SUBSTITUTING IT WITH A NEW CLAUSE 46 TO READ AS FOLLOWS:  <b>"POWER OF MODIFICATION BY SUPPLEMENTAL DEED</b>  A. THE TRUSTEE AND THE FUND MANAGER SHALL, WITH PRIOR APPROVAL OF THE SEC AND BY A DEED SUPPLEMENTAL HERETO, BE ENTITLED TO MODIFY, ALTER OR ADD TO THE PROVISIONS OF THIS DEED IN SUCH MANNER AND TO SUCH EXTENT AS THEY CONSIDER NECESSARY OR EXPEDIENT FOR ANY PURPOSE PROVIDED THAT IF THE TRUSTEE SHALL CERTIFY IN WRITING THAT IN ITS OPINION SUCH MODIFICATION, ALTERATION OR ADDITION DOES NOT PREJUDICE THE INTERESTS OF UNITHOLDERS, AND DOES NOT OPERATE TO RELEASE THE TRUSTEE OR THE MANAGER FROM ANY RESPONSIBILITY TO THE UNITHOLDERS, SUCH MODIFICATION, ALTERATION OR ADDITION MAY BE MADE WITHOUT THE SANCTION OF A SPECIAL RESOLUTION OF A MEETING OF UNITHOLDERS DULY CONVENED AND HELD IN ACCORDANCE WITH THE PROVISIONS CONTAINED IN THE FIRST SCHEDULE HERETO; AND PROVIDED ALSO THAT NO SUCH MODIFICATION, ALTERATION OR ADDITION SHALL IMPOSE UPON ANY UNITHOLDER ANY OBLIGATION TO MAKE ANY FURTHER PAYMENT IN RESPECT OF HIS UNITS OR TO ACCEPT ANY LIABILITY IN RESPECT THEREOF.  B. THE TRUSTEE SHALL HAVE CUSTODY OF THE ORIGINAL OF THIS DEED."													
PLEASE INDICATE BY MARKING 'X' IN THE APPROPRIATE SPACE HOW YOU WISH YOUR VOTES TO BE CAST ON THE RESOLUTIONS SET ABOVE OUT ABOVE, UNLESS OTHERWISE INSTRUCTED, THE PROXY WILL VOTE OR ABSTAIN FROM VOTING AT HIS/HER DISCRETION..														

\*\*I/WE \_\_\_\_\_  
(NAME OF UNITHOLDER IN BLOCK LETTERS)

THE UNDERSIGNED, BEING A UNITHOLDER OF THE ABOVE NAMED UNIT TRUST SCHEME HEREBY APPOINT THE CHAIRMAN OF THE MEETING OR FAILING HIM \_\_\_\_\_ AS MY/OUR PROXY TO VOTE FOR ME/US AND ON MY/OUR BEHALF AT THE EXTRAORDINARY GENERAL MEETING OF THE UNIT TRUST SCHEME TO BE HELD ON THURSDAY, 20 JUNE 2019 AND AT ANY ADJOURNMENT THEREOF."

UNLESS OTHERWISE INSTRUCTED, THE PROXY WILL VOTE OR ABSTAIN FROM VOTING AS HE/SHE THINKS FIT.

DATED THIS \_\_\_\_ DAY OF \_\_\_\_\_ 2019

SIGNATURE

**NOTES:**

1. THIS PROXY FORM TOGETHER WITH THE POWER OF ATTORNEY OR OTHER AUTHORITY, IF ANY, UNDER WHICH IT IS SIGNED OR CERTIFIED MUST REACH THE REGISTRAR, FIRST REGISTRARS & INVESTOR SERVICES LIMITED, PLOT 2, ABEBE VILLAGE ROAD, IGANMU, LAGOS NOT LATER THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
2. WHERE THE APPOINTER IS A CORPORATION, THIS FORM MAY BE UNDER SEAL OR UNDER THE HAND OF ANY OFFICER OR ATTORNEY DULY AUTHORISED.
3. THIS PROXY WILL BE USED ONLY IN THE EVENT OF POLL BEING DIRECTED, OR DEMANDED.
4. IN THE CASE OF JOINT HOLDERS, THE SIGNATURE OF ANYONE OF THEM WILL SUFFICE, BUT THE NAMES OF ALL JOINT HOLDERS SHOULD BE SHOWN.
5. IT IS A LEGAL REQUIREMENT THAT ALL INSTRUMENTS OF PROXY MUST BEAR APPROPRIATE STAMP DUTY (CURRENTLY ₦500.00).

BEFORE POSTING THE ABOVE FORM PLEASE RETAIN THIS PART FOR ADMISSION TO THE MEETING.

## ADMISSION FORM FBN HERITAGE FUND (THE "FUND")

EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 20 JUNE 2019 BY 11AM AT WESTWOOD HOTEL, 22 AWOLOWO ROAD, IKOYI, LAGOS.

\*NAME OF UNITHOLDER

\*NAME OF PROXY

IF YOU ARE UNABLE TO ATTEND THE MEETING:

A UNITHOLDER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE IN HIS STEAD IN THE EVENT HE CAN NOT ATTEND. A PROXY NEED NOT BE A UNITHOLDER. THE PROXY FORM HAS BEEN PREPARED TO ENABLE YOU EXERCISE YOUR RIGHT TO VOTE.

### IMPORTANT

PLEASE INSERT YOUR NAME IN **BLOCK CAPITALS** ON BOTH PROXY AND ADMISSION FORMS WHERE ASTERISKED. INSERT THE NAME OF ANY PERSON WHETHER A UNITHOLDER OF THE UNIT TRUST SCHEME OR PROXY WHO WILL ATTEND THE MEETING AND VOTE ON YOUR BEHALF IN THE BLANK SPACE ASTERISKED OTHER THAN THE CHAIRMAN OF THE UNIT TRUST SCHEME.