



## **Notice to dissenting shareholders**

### **To All the Dissenting Shareholders of First Merchant Bank Plc (“FMB”)**

An offer was made on the 31st day of July 2017 by FMB Capital Holdings Plc (“FMBCH”) to the shareholders of FMB to acquire their shares in FMB in exchange for an equivalent number of shares in FMBCH. No cash alternative was offered.

FMBCH has, within the relevant time period specified in Sections 316 and 317 of the Companies Act as read together with rule 37 of the Companies (Panel on Takeovers and Mergers) Rules, 2016 satisfied the conditions contained in Part XI of the Companies (Panel on Takeovers and Mergers) Rules, 2016.

FMBCH gives notice that it now intends to exercise the right under Section 316 of the Companies Act read together with Part XI of the Companies (Panel on Takeovers and Mergers) Rules, 2016 to acquire shares held by you in FMB. If you do not make application to court (see below), FMBCH will acquire your shares on the following terms:

**One (1) FMBCH ordinary share will be issued to you in exchange for every one (1) FMB ordinary share to be acquired from you.**

**Note:** You are entitled under Section 323 of the Companies Act to make an application to court within 6 weeks from this notice for an order stating that either FMBCH shall not be entitled and bound to acquire your shares or that different terms to those of the offer shall apply to the acquisition. If you are contemplating such an action you may wish to seek legal advice.

**John M. O’Neill**

**Director**

**13 October, 2017**