

APPENDIX VI: NOTICE OF COURT-ORDERED MEETING OF UNITY BANK PLC

IN THE FEDERAL HIGH COURT OF NIGERIA

IN THE LAGOS JUDICIAL DIVISION

HOLDEN AT LAGOS

SUIT NO. FHC/L/MISC/734/2025

IN THE MATTER OF THE COMPANIES AND ALLIED MATTERS ACT, 2020

AND

**IN THE MATTER OF AN APPLICATION UNDER SECTION 711 OF THE COMPANIES AND ALLIED
MATTERS ACT, 2020**

AND

IN RE:

PROVIDUSBANK LIMITED (RC 198892)

...1ST APPLICANT

UNITY BANK PLC (RC 94524)

...2ND APPLICANT

MEETING OF THE HOLDERS OF THE FULLY PAID ORDINARY SHARES OF UNITY BANK PLC

Notice Is Hereby Given that by an Order of the Federal High Court sitting in Lagos (hereinafter called the Court), dated the 17th day of July 2025, made under the hand of Hon. Justice D. I. Dipeolu in the above matter, the Court has directed that a meeting of the holders of the fully paid up ordinary shares of Unity Bank Plc (hereinafter called the "Bank") be convened and held for the purpose of considering and if thought fit, approving (with or without modification) a Scheme of Merger between the Bank and ProvidusBank Limited (the Scheme). The Scheme is explained in detail in the Explanatory Statement contained on Pages 17 to 23 of the Scheme Document.

The meeting will be held at OOPL Hotel, Abeokuta, Ogun state on the 26th day of September, 2025 at 9:00am, or so soon thereafter, at which place and time all the aforesaid shareholders are requested to attend. A copy of the Scheme Document is being sent to shareholders.

At the meeting, the following sub-joined resolutions will be proposed and, if thought fit, passed as special resolutions of the Bank:

1. *"That the Scheme of merger as contained in the Scheme Document dated the 25th day of June, 2025 a printed copy of which has been presented at the Court-Ordered Meeting and, for purposes of identification, endorsed by the Chairman, be and is hereby approved; and that the Directors be and are hereby authorised to consent to any modification of the Scheme Document that the Securities and Exchange Commission ("SEC"), Central Bank of Nigeria ("CBN") and/or the Court shall deem fit to impose and approve."*
2. *"That the merger of all the assets, liabilities and undertakings, including real properties, and intellectual property rights of the Bank with that of ProvidusBank Limited, upon the terms and subject to the conditions set out in the Scheme Document, be and is hereby approved without any further act or deed."*
3. *"That all legal proceedings, claims and litigation matters pending or contemplated by or against the Bank be continued by or against ProvidusBank Limited after the Scheme is sanctioned by the Court."*
4. *"That in consideration of (2) above, all shareholders of the Bank shall, after the Scheme is sanctioned by the Court, be paid ₦3.18 for every share held in the Bank in accordance with the terms stipulated in the Scheme, or be allotted 18 ordinary shares of ₦0.50 each in Providus Bank Limited (credited as fully paid) in exchange for every 17 ordinary shares of the Bank of ₦0.50 each (the "Scheme Consideration")";*

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5. *"That the entire share capital of the Bank be cancelled and the Bank be dissolved without winding up."*
6. *"That the certificate of incorporation of Providus Bank Limited shall be the certificate of incorporation of the Enlarged Bank."*
7. *"That the Solicitors of the Bank be and are hereby directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such other incidental, consequential or supplemental orders as are necessary or required to give full effect to the Scheme."*
8. *"That the Directors of the Bank be and are hereby authorised to take such other actions and steps as may be necessary or required to give full effect to the Scheme."*

By the said Order, the Court has appointed the Chairman of the Board of Directors, Mr. Hafiz Mohammed Bashir, or failing him, Mr. Ebenezer A. Kolawole, the Managing Director of the Bank or failing them both, any other director appointed in their stead by the shareholders present at the meeting to act as Chairman of the said meeting and has directed the Chairman of the meeting to report the results thereof to the Court.

Voting at the meeting will be by poll. Shareholders may vote in person or they may appoint a proxy (whether a shareholder or not) to attend the meeting and vote in their stead. The statutory majority required at the meeting is a majority representing not less than three quarters in value of the ordinary shares of members present and voting in person or by proxy.

In addition to the questions that Shareholders can ask at the Meeting, the Shareholders may submit questions on the Scheme to the Bank prior to the date of the Meeting. All such questions must be submitted to the Company Secretary on or before 5pm on Tuesday, 23rd of September 2025.

A Proxy Form is being sent to each shareholder. In the case of joint shareholders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose, seniority will be determined by the order in which the names of the joint shareholders appear in the register of members of the Bank, in respect of the joint shareholding.

It is requested that duly executed and stamped Proxy Forms (together with any Power of Attorney or other authority under which the Proxy Form is signed, or a notarized copy of such Power of Attorney or other authority) be lodged at the office of the Registrar, as shown on the Proxy Form, not less than 24 hours before the time appointed for the meeting. Please note that the lodging of a Proxy Form does not prevent you from attending the meeting and voting in person should you so wish. However, in such instances, your proxy will not be entitled to attend the meeting or vote thereat.

A member entitled to attend and vote at the meeting who has not received a copy of the Scheme Document within 14 days of the date of this notice can obtain copy of same from the Registrar of Unity Bank Plc, Unity Bank Registrars Limited at 25, Ogunlana Drive, Surulere, Lagos.

Closure of Register of Members

The right to attend and vote at the Meeting or any adjournment thereof and the number of votes which may be cast thereat will be determined by reference to the contents of the register of members of the Bank on 19th September, 2025, after which the register of members will be closed for the purposes of determining attendance at the Meeting.

Dated this 29th Day of August 2025.



ADEPETUN CAXTON-MARTINS-AGBOR & SEGUN

**9th Floor St. Nicholas House
Catholic Mission Street, Lagos
(Solicitors to Unity Bank Plc)**

APPENDIX VIII: PROXY FORM FOR UNITY BANK PLC

PROXY FORM

Unity Bank Plc

Court-Ordered Meeting to be held at OOPL Hotel, Abeokuta on 26th of September, 2025 at 9:00 am.

I/We (Block capitals please)

..... being a shareholder / member(s) of Unity Bank Plc hereby appoint (Block capitals please)

**

or failing him/her,

**

as my/our proxy to act and vote for me/us and on my/our behalf at the Court-Ordered Meeting of Unity Bank Plc to be held at OOPL Hotel, Abeokuta, Ogun on Friday, 26 September 2025 at 9:00am. or at any adjournment thereof.

Dated thisday of.....2025

Shareholder's

Signature.....

SPECIAL RESOLUTIONS

At the meeting, the following sub-joined resolutions will be proposed and, if thought fit, passed as special resolutions of the Bank:

- a) "That the Scheme of merger as contained in the Scheme Document dated the 25th day of June, 2025 a printed copy of which has been presented at the Court Ordered Meeting and, for purposes of identification, endorsed by the Chairman, be and is hereby approved; and that the Directors be and are hereby authorised to consent to any modification of the Scheme Document that the Securities and Exchange Commission ("SEC"), Central Bank of Nigeria ("CBN") and/or the Court shall deem fit to impose and approve."
- b) "That the merger of all the assets, liabilities and undertakings, including real properties and intellectual property rights of the Bank with that of ProvidusBank Limited, upon the terms and subject to the conditions set out in the Scheme Document, be and is hereby approved without any further act or deed."
- c) "That all legal proceedings, claims and litigation matters pending or contemplated by or against the Bank be continued by or against ProvidusBank Limited after the Scheme is sanctioned by the Court."
- d) "That in consideration of (b) above, all shareholders of the Bank shall, after the Scheme is sanctioned by the Court, be allotted 18 ordinary shares of N0.50 each in ProvidusBank Limited (credited as fully paid) in exchange for every 17 ordinary shares of the Bank of N0.50 each (the "Share Consideration"); and
- e) "That the entire share capital of the Bank be cancelled and the Bank be dissolved without winding up."
- f) "That the certificate of incorporation of ProvidusBank Limited shall be the certificate of incorporation of the Enlarged Bank."
- g) "That upon the sanctioning of the Scheme by the Court, the shares of the Enlarged Entity shall be listed on the Nigerian Exchange Limited (NGX) in accordance with applicable regulatory requirements and listing procedures."
- h) "That the Solicitors of the Bank be and are hereby directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such other incidental, consequential or supplemental orders as are necessary or required to give full effect to the Scheme."
- i) "That the Directors of the Bank be and are hereby authorised to take such other actions and steps as may be necessary or required to give full effect to the Scheme."

For

Against

Abstain

indicate how you wish your votes to be cast on the resolution set out above by indicating "x" in the appropriate space. Unless, otherwise instructed the proxy will vote or abstain from voting at his discretion.

NOTE:

1. A member (shareholder) who is unable to attend the Court-Ordered Meeting is allowed by law to vote by proxy and the above proxy form has been prepared to enable you to exercise your right to vote in case you cannot personally attend the meeting.
2. Following the normal practice, the Chairman of the meeting has been entered on the form to ensure that someone will be at the meeting to act as your proxy, but if you wish, you may insert in the blank space (marked **) the name of any person, whether a member of Unity Bank Plc or not, who will attend the meeting and vote on your behalf.
3. Voting at the meeting will be by poll.
4. Please sign and post the proxy form so as to reach "The Company Secretary, Unity Bank Plc, 42 Ahmed Onibudo St, Victoria Island, Lagos" not less than 24 hours before the time appointed for the meeting and ensure that the proxy form is dated, signed and stamped by the Commissioner for Stamp Duties. If executed by a corporate body, the proxy form should be sealed with the Common Seal.

APPENDIX VIII: PROXY FORM FOR UNITY BANK PLC

5. The member (shareholder) or his/her duly appointed proxy must detach and produce the Admission Card to obtain entrance to the meeting.
6. The completion and dispatch of the Proxy Form does not prevent the attendance of the member should he/she become free to attend in person.
7. The details in the Scheme of Merger provide information on the material features of the proposed Scheme and the general effect thereof upon the rights of existing Unity Bank Shareholders whilst also providing information essential to a shareholder's appraisal of the action to be taken with regards to the Scheme.

IF YOU ARE UNABLE TO ATTEND, PLEASE:

- a) Write the name of your proxy (if any) where marked*
- b) Ensure that the form is signed by you and your proxy
- c) Ensure that the form is stamped at the Stamp Duty Office
- d) Return the proxy Form to reach the address shown overleaf not less than 24 hours before the time for holding the Meeting.

****Before posting the above form, please tear off this part and retain it for admission to the meeting**

Unity Bank Plc

COURT-ORDERED MEETING ADMISSION CARD

Please admit the Shareholder named on this Card or duly appointed proxy to the Court-Ordered Meeting of the Company to be held at OOPL Hotel, Abeokuta, Ogun state on the 26th September, 2025 at 9am.

Name and address of Shareholder

Shareholder's Name	
Address	

Number of Shares

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Account Number

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	Shareholder
	Proxy

	Shareholder
	Proxy

Signature

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE COMPANY SECRETARY