

Notice Of 34th Annual General Meeting

Notice is Hereby Given that the 34th Annual General Meeting of members of Fidelity Bank Plc will hold at the Africa-Asia Meeting Room, Eko Hotel & Suites, Plot 1415 Adetokunbo Ademola Street, Victoria Island, Lagos at 10:00 a.m. on May 5, 2022 to transact the following business:

ORDINARY BUSINESS

- To lay before the members, the Audited Financial Statements for the year ended December 31, 2021, the Reports of the Directors, External Auditors and Audit Committee thereon.
- To declare a Dividend.
- To elect the following Directors who were appointed since the last Annual General Meeting:
 - Mrs. Morohunke Adenike Bammeke, Independent Non-Executive Director.
 - Mr. Stanley Chiedoziem Amuchie, Executive Director
- To re-elect the following Directors retiring by rotation:
 - Mr. Mustafa Chike-Obi, Non-Executive Director.
 - Alhaji Isa Inuwa, Independent Non-Executive Director.
 - Engr. Henry Obih, Independent Non-Executive Director.
- To authorize the Directors to fix the remuneration of the External Auditors for 2022.
- To disclose the remuneration of the managers of the Company.
- To elect members of the Statutory Audit Committee.

SPECIAL BUSINESS

- To consider and if thought fit, pass the following resolutions as Ordinary Resolutions:
 - "That Non-Executive Directors' remuneration for the financial year ending December 31, 2022 and succeeding years until reviewed by the Company at an Annual General Meeting, be and is hereby fixed at ₦31,000,000.00 for each Non-Executive Director and ₦40,000,000.00 for the Chairman of the Board of Directors".
 - "That pursuant to Article 9 of the Articles of Association of the Company, the Board of Directors be and is hereby authorised to take all steps to ensure the Company's compliance with the provisions of Section 124 of the Companies and Allied Matters Act, 2020 and the Companies Regulations 2021 in respect of the unissued shares in the share capital of the Company including but not limited to cancellation of the unissued shares.
 - "That the Board of Directors be and is hereby authorized to take all steps to ensure that the Memorandum and Articles of Association of the Company are altered to comply with Resolution 8.2 above including replacing the provisions on authorized share capital with the issued share capital of the Company.
 - "That the Board of Directors be and is hereby authorised to undertake as it deems appropriate and in accordance with applicable laws, any actions, business combinations or transactions, including but not limited to investment, acquisition, restructuring, capital raising, expansion or business arrangement required to secure a competitive advantage for the Company".
 - "That the Board of Directors be and is hereby authorized to appoint such professional parties, consultants or advisers as may be required, and to perform all acts and do all things that may be necessary for or incidental to giving effect to the above resolutions".
 - "That the Board of Directors be and is hereby authorized to enter into any agreements, assurances, notices or deeds and execute any document necessary for and/or incidental to giving effect to the above resolutions".
 - "That The Board of Directors be and is hereby authorized to take all actions that are incidental to and required for giving effect to the above resolutions, on such terms, conditions and dates as may be determined by the Board of Directors to be appropriate and in the Company's best interest, including compliance with the directives of the regulatory authorities".

PROXY

A member entitled to attend and vote at the 34th Annual General Meeting (AGM) may appoint a Proxy to attend and vote in his/her/its stead. A Proxy need not be a member of the Company. A blank proxy form is attached to the Annual Report and can be downloaded from the Bank's website at www.fidelitybank.ng

To be valid, the completed and duly stamped proxy form (stamped by the Commissioner for Oaths) should be emailed to info@firstregistrarsnigeria.com or deposited at the office of the Registrar, First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos, not later than 48 hours before the time fixed for the meeting.

Dated the 12th day of April 2022

By Order of the Board



EZINWA UNUIGBOJE
Company Secretary
FRC/2014/NBA/00000008909
No. 2 Kofo Abayomi Street
Victoria Island, Lagos.

NOTES

(A) Compliance with Covid-19 Related Guidelines

Fidelity Bank Plc, as a responsible corporate citizen, is aware of the unique challenges posed by the COVID-19 pandemic and mindful of the need for all to take action to prevent the spread of the virus. To this end, the Bank activated its internal COVID-19 Response Plan in March 2020 and continues to implement the safety measures recommended by the Government and health authorities.

Additional information on the Bank's COVID-19 Response Plan can be obtained from the Report of the Directors in the Annual Report. Similar measures will be deployed to ensure the wellbeing of persons attending the AGM, including use of sanitisers, face masks and social distancing.

(B) Attendance By Proxy

To ensure the safe conduct of the AGM, the meeting will be convened and conducted in compliance with guidelines issued by the Government, the Corporate Affairs Commission (CAC) and health authorities to curb the spread of COVID-19, particularly extant regulations on limitations on public gatherings and the holding of Annual General Meetings by proxy.

Premised on the foregoing, Shareholders are hereby notified that attendance at the AGM shall only be by proxy and shall be limited to the maximum of 50 persons permitted under the Corona Virus (COVID-19) Health Protection Regulations of 2021.

The Company has made adequate arrangements to bear the cost of stamp duties on all instruments of proxy that are submitted to the Registrars within the stipulated time. In line with the CAC's Guidelines on holding AGMs by proxy, Shareholders are required to appoint a proxy of their choice from the proposed proxies below:

SN	NAME OF PROXY	DESIGNATION
1.	Mr. Mustafa Chike-Obi	Chairman
2.	Mrs. Nneka C. Onyeali-Ikpe	Managing Director/Chief Executive Officer
3.	Alhaji Isa Mohammed Inuwa	Independent Non-Executive Director
4.	Sir. Sunny Nwosu	Shareholder
5.	Chief Timothy Adesiyin	Shareholder
6.	Mrs. Adebisi Bakare	Shareholder
7.	Mrs. Esther Augustine	Shareholder
8.	Pst. Alex Adio	Shareholder
9.	Mr. Nornah Awoh	Shareholder
10.	Mr. Gbenga Idowu	Shareholder
11.	Mr. Boniface Okezie	Shareholder
12.	Dr. Farouk Umar	Shareholder

(C) Dividend

If the proposed dividend of **35 kobo** per Ordinary Share is approved, dividend will be paid (net of withholding tax at the applicable tax rate) on May 5, 2022 to all Shareholders whose names appear in the Register of Members at the close of business on April 22, 2022. Shareholders who have completed the e-Dividend mandate will receive direct credit of the dividend to their bank accounts on May 5, 2022.

(D) Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from April 25-29, 2022 (both days inclusive) to enable the Registrar prepare for dividend payment.

(E) Statutory Audit Committee

Section 404 (5) of the Companies and Allied Matters Act 2020 provides that all the members of the Audit Committee shall be financially literate and at least one (1) member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. The Code of Corporate Governance issued by the Financial Reporting Council of Nigeria also provides that members of the Audit Committee should be financially literate and able to read and interpret financial statements. Consequently, a detailed curriculum vitae affirming the nominee's qualifications should be submitted with each nomination.

In accordance with Section 404(6) of the Companies and Allied Matters Act, 2020, a Shareholder may nominate another Shareholder for election to the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the Annual General Meeting.

(F) Unclaimed Dividend Warrants and Share Certificates

Some share certificates were returned to the Registrars as unclaimed, while some dividend warrants are yet to be presented for payment or returned for revalidation. Affected Shareholders are advised to contact the Registrar, First Registrars & Investor Services Limited www.firstregistrarsnigeria.com.

(G) E-Dividend

Notice is hereby given to all Shareholders who are yet to mandate their dividends to their bank accounts to kindly update their records by completing the e-dividend mandate form and submitting same to the Registrars, as dividend will be credited electronically to Shareholders' accounts as directed by the Securities and Exchange Commission.

Detachable application forms for e-dividend mandate, change of address and unclaimed certificates are attached to the Annual Report for the convenience of all shareholders. The forms can also be downloaded from the Company's website at www.fidelitybank.ng or from the Registrar's website at www.firstregistrarsnigeria.com. The completed forms should be returned to First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos, or to the nearest branch of Fidelity Bank Plc.

(H) Election and Re-Election of Directors:

- Election of Directors:**
 - Mrs. Morohunke Adenike Bammeke was appointed as an Independent Non-Executive Director on August 5, 2021. Her appointment was approved by the Central Bank of Nigeria on November 18, 2021.
 - Mr. Stanley Chiedoziem Amuchie was appointed as an Executive Director on December 20, 2021. His appointment was approved by the Central Bank of Nigeria on January 27, 2022.
- Re-election of Directors**

In accordance with the provisions of Article 95(1)(a) of the Articles of Association of the Company, the Non-Executive Directors to retire by rotation at the 34th Annual General Meeting are Mr. Mustafa Chike-Obi, Alhaji Isa Inuwa and Engr. Henry Obih. The retiring Directors, being eligible, have offered themselves for re-election.

The profile of all the Directors including the Directors for election/re-election is in the Annual Report and on the Company's website www.fidelitybank.ng

(I) Right of Securities Holders to Ask Questions

Securities holders have the right to ask questions at the Annual General Meeting and may also submit written questions to the Company prior to the meeting. Such questions should be sent by electronic mail to info.investor@fidelitybank.ng or addressed to the Company Secretary and delivered to The Company Secretariat, Fidelity Bank Plc, Block B, No. 2 Kofo Abayomi Street, Victoria Island, Lagos on or before April 21, 2022.

(J) Live streaming of the Annual General Meeting

The 34th Annual General Meeting will be streamed live online on the Bank's website, to enable Shareholders and Stakeholders who will not be attending the meeting physically, to follow the event and be part of the proceedings. The link for the live streaming will be made available on the Company and the Registrars' websites.

(K) E-Annual Report

The electronic version of this notice as well as the annual report (e-annual report) for 2021 financial year can be downloaded from the Company's website www.fidelitybank.ng. The e-annual report will be emailed to all Shareholders who have provided their email addresses to the Registrars. Shareholders who wish to receive the e-annual report are kindly requested to send an email to info.investor@fidelitybank.ng or info@firstregistrarsnigeria.com.

(L) Website

A copy of this Notice and other information relating to the meeting can be found at www.fidelitybank.ng.