

Fidelity Bank Plc

Proxy Form



Thirty-fourth Annual General Meeting to be held at 10.00 a. m. on Thursday, the 5th day of May 2022 at the Africa-Asia Meeting Room, Eko Hotel & Suites, Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos

I/We _____ of _____ being a Shareholder(s) of Fidelity Bank Plc hereby appoint _____, as my/our Proxy to act and vote for me/us on my/our behalf at the 34th Annual General Meeting to be held on the 5th day of May 2022 and at any adjournment thereof.

Dated this _____ day of _____ 2022.

Shareholder's Signature _____

	No	Ordinary Business	For	Against	
	I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (strike out whichever is not required).	1.	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.		
2.		To declare a Dividend.			
3.		To elect the following Directors who were appointed since the last Annual General Meeting:			
i.		Mrs. Morohunke Bammeke, Independent Non-Executive Director.			
ii.		Mr. Stanley Amuchie, Executive Director.			
4.		To re-elect the following Directors retiring by rotation:			
i.		Mr. Mustafa Chike-Obi, Chairman and Non-Executive Director.			
ii.		Alhaji Isa Inuwa, Independent Non-Executive Director.			
iii.		Engr. Henry Obih, Independent Non-Executive Director.			
5.		To authorize the Directors to fix the remuneration of the External Auditors for 2022.			
6.		To disclose the remuneration of the Managers of the Company.			
7.		To elect the members of the Audit Committee.			
			Special Business	For	Against
8.		To consider and if thought fit, pass the following resolutions as Ordinary Resolutions:			
8.1	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".				
8.2	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.				
8.3	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.				
8.4	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.				

Proxy Form (Cont'd)

No	Ordinary Business	For	Against
8.5	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		
8.6	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		
8.7	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		

Please indicate with an "X" in the appropriate column, how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his discretion.

Signature Of Person Attending _____

Note:

- (i) A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy in his stead. All proxy forms should be deposited at the registered office of the Registrar (as in the Notice) not later than 48 hours before the meeting.
- (ii) In the case of Joint Shareholders, any of them may complete the form, but the names of all Joint Shareholders must be stated.
- (iii) If the Shareholder is a Corporation, this form must be executed under its Common Seal or under the hand of some of its officers or an attorney duly authorized.
- (iv) The Proxy must produce the Admission Card sent with the Notice of the meeting to gain entrance to the meeting.
- (v) It is a legal requirement that all instruments of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of Shareholders must bear appropriate stamp duty from the Stamp Duties Office (not adhesive postage stamps).
- (vi) To ensure the safe conduct of the meeting and the Bank's compliance with applicable regulations, the meeting will be convened and conducted in compliance with guidelines issued by the Government, the Corporate Affairs Commission (CAC) and health authorities, which are aimed at curbing the spread of COVID-19. Given extant regulations limiting public gatherings, Shareholders are enjoined to appoint a proxy of their choice from the options above.
- (vi) The meeting will be streamed live online on the Bank's website and social media platforms, to enable Shareholders and Stakeholders who will not be attending the meeting physically, to follow the event and be part of the proceedings.

S/NO	NAME OF PROXY	DESIGNATION
1.	Mr. Mustafa Chike-Obi	Chairman
2.	Mrs. Nneka Onyeali-Ikpe	Managing Director/Chief Executive Officer
3.	Alhaji Isa Mohammed Inuwa	Independent Non-Executive Director
4.	Sir. Sunny Nwosu	Shareholder
5.	Chief Timothy Adesiyan	Shareholder
6.	Mr. Nonah Awoh	Shareholder
7.	Mr. Boniface Okezie	Shareholder
8.	Mrs. Esther Augustine	Shareholder
9.	Mrs. Adebisi Bakare	Shareholder
10.	Mr. Gbenga Idowu	Shareholder
11.	Dr. Umar Farouk	Shareholder
12.	Pst. Alex Adio	Shareholder