

Fidelity Bank Plc

Proxy Form

Proxy Form for the 36th Annual General Meeting of members of Fidelity Bank Plc to be held virtually via <https://www.fidelitybank.ng/AGM/> at 10.00A.M. on Thursday, May 16, 2024

I/We _____ of _____ being a Shareholder(s) of Fidelity Bank Plc hereby appoint Mr. Mustafa Chike-Obi or failing him, Dr. Nneka Onyeali-Ikpe as my/our Proxy to act and vote for me/us on my/our behalf at the 36th Annual General Meeting to be held on the 16th day of May 2024 and at any adjournment thereof.

Dated this _____ day of _____ 2024.

Shareholder's Signature _____ Account Number _____

	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 receive the Audited Financial Statement for the year ended December 31, 2023, and the Reports of the Directors, Auditors and Audit Committee thereon.		
	2.	To declare a Dividend.		
	3.	To elect Mr. Abolore Solebo who was appointed as an Executive Director since the last Annual General Meeting.		
	4.	a. To re-elect Mr. Chinedu Okeke as a Non-Executive Director.		
		b. To re-elect Mrs. Ronke Bammeke as an Independent Non-Executive Director.		
	5.	To authorize the Directors to fix the remuneration of the External Auditors for 2024 financial year.		
	6.	To disclose the remuneration of the managers of the Company.		
	7.	To elect the members of the Statutory Audit Committee.		
		Special Business	For	Against
		To consider and if thought fit, pass the following as an Ordinary Resolution:		
	8.	That Directors' remuneration for the financial year ending December 31, 2024 and for succeeding years until reviewed by the Company at an Annual General Meeting, be and is hereby fixed at N40,000,000.00 only for each Non-Executive Director and N60,000,000.00 for the Chairman of the Board of Directors.		

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 _____

This proxy form should NOT be completed and sent to the registered office of the Registrar if the Shareholder will be attending the meeting.

Notes:

- (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 be admitted 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).