

6 February, 2025

Lagos, Nigeria

**RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING OF
FIDELITY BANK PLC HELD ON FEBRUARY 6, 2025**


At the Extraordinary General Meeting of Fidelity Bank Plc duly convened and held virtually via <https://www.fidelitybank.ng/agm/> at 10.00a.m. on Thursday, February 6, 2025, the following resolutions were proposed and duly passed:

SPECIAL BUSINESS

Ordinary Resolutions:

- 1) "That the Issued Share Capital of Fidelity Bank Plc (the Company) be and is hereby increased from **N26,700,000,000.00** divided into **53,400,000,000** Ordinary Shares of N0.50 Kobo each up to **N36,700,000,000.00** by the creation of up to 20,000,000,000 additional Ordinary Shares of N0.50 Kobo each (the new Issued Share Capital) ranking pari-passu with the existing Ordinary Shares of the Company and that the Board of Directors of the Company (the Board) be and is hereby authorised, if deemed necessary, to cancel any unallotted shares or increase the share capital of the Company to an amount sufficient to accommodate any transaction undertaken by the Company to raise additional equity capital pursuant to the resolutions presented for adoption herein."
- 2) "That the Board be and is hereby authorised to raise additional capital up to the new issued Share Capital of the Company by way of Private Placements, Rights Issues, Public Offers or any other mode or combination of modes, in such tranches, series, amounts, pricing or proportions and on such terms and conditions and at such times as may be determined by the Board, subject to obtaining the requisite regulatory approvals."
- 3) That the capital raising exercise in Resolution (2) above may be underwritten on such terms as may be determined by the Board, subject to regulatory approval
- 4) "That the Board be and is hereby authorised to issue, by way of one or more Private Placements, up to **20,000,000,000** Ordinary Shares of N0.50 kobo each in the share capital of the Company (being not more than 30% of the Company's existing issued shares and paid-up capital) to one or more investors in such tranches and on such pricing, times, terms and conditions as shall be determined by the Board"
- 5) "That the Private Placements in Resolution (4) above shall be carried out in conformity with applicable laws and subject to procurement of relevant regulatory approvals."

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- 6) "That the shares issued in accordance with Resolutions (2) and (4) above shall rank pari passu with the Company's existing issued Ordinary Shares"
- 7) "That the Board be and is hereby authorised to allot the shares issued in accordance with Resolutions (2) and (4) above, which shall rank pari-passu with the Company's existing issued shares; procure the listing and admission to trading of the issued shares on the Official List of Nigerian Exchange Limited; and cancel any unallotted shares pursuant to Resolutions (2) and (4) above, subject to relevant regulatory approvals".
- 8) "That the Board be and is hereby authorised to take any further action and perform such lawful acts as may be necessary to give effect to all the resolutions proposed for adoption at this Extraordinary General Meeting including but not limited to the execution of any agreement, notice or document; appointment of professional parties and advisers; obtaining requisite regulatory approvals including the approval of the Securities and Exchange Commission, Central Bank of Nigeria and Corporate Affairs Commission (CAC); complying with the directives of any relevant regulatory authority and filing within time, all regulatory returns in relation to the above resolutions".
- 9) "That the Board be and is hereby authorised to do all things necessary to give effect to the resolutions adopted at this Extraordinary General Meeting at the CAC".

Special Resolutions:

- 10) "That Clause 6 of the Memorandum of Association and Clause 5 of the Articles of Association of the Company (the Memart) be amended to reflect the New Issued Share Capital of the Company pursuant to the foregoing resolutions and that the Board be and is hereby authorised to file the amended Memart at the CAC."
- 11) That the Memorandum and Articles of Association of the Company contained in the printed document submitted to the meeting and for the purpose of identification initialed by the Chairman hereof, be approved and adopted as the new Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association hereof.

FOR: FIDELITY BANK PLC


EZINWA UNUIGBOJE
Company Secretary