

Notice Of 36th Annual General Meeting

Notice is Hereby Given that the 36th Annual General Meeting of members of Fidelity Bank Plc will hold virtually via <https://www.fidelitybank.ng/agm/> at **10.00a.m. on Thursday, May 16, 2024** to transact the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2023 and the Reports of the Directors, External Auditors and Audit Committee thereon.
2. To declare a Final Dividend.
3. To elect the following Director who was appointed since the last Annual General Meeting:
 - (i) **Mr. Abolore Solebo, Executive Director.**
4. To re-elect the following Directors retiring by rotation:
 - (i) **Mr. Chinedu Okeke, Non-Executive Director.**
 - (ii) **Mrs. Morohunke Bammeke, Independent Non-Executive Director.**
5. To authorize the Directors to fix the remuneration of the External Auditors for 2024.
6. To disclose the remuneration of the managers of the Company.
7. To elect members of the Statutory Audit Committee.

SPECIAL BUSINESS

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.

Dated the 22nd day of April, 2024

By Order of the Board



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

NOTES

(a) Proxy

Any member entitled to attend and vote at the 36th Annual General Meeting (AGM) is also entitled to 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, completed proxy forms should be deposited at the office of the Registrar, First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos or emailed to info@firstregistrarsnigeria.com not later than 48 hours before the time fixed for the meeting. Payment of stamp duties on the proxy forms shall be at the Bank's expense.

(b) Virtual Meeting Link

Pursuant to the provisions of the Business Facilitation (Miscellaneous Provisions) Act, 2022, which allows public companies to hold general meetings electronically, the 36th Annual General Meeting will be held virtually. The link for the meeting is <https://www.fidelitybank.ng/agm/> and can be accessed through the Bank's website www.fidelitybank.ng and social media platforms. The meeting will also be live streamed online on the Bank's website.

(c) Dividend

The Directors declared and paid an interim dividend of 25 Kobo per Ordinary Share of 50Kobo each on 32,000,000,000 shares amounting to N8,000,000,000.00 for the half-year period ended June 30, 2023. Withholding Tax was deducted at the time of payment.

If the proposed final dividend of N0.60 only per Ordinary Share of 50 Kobo each totaling N19,200,000,000.00, (bringing the total dividend for the financial year ended December 31, 2023 to N27,200,000,000.00) is approved, the final dividend will be paid on **May 16, 2024** to Shareholders whose names appear in the Register of Members at the close of business on **April 26, 2024**. The proposed final dividend is subject to withholding tax at the applicable tax rate.

Shareholders who have completed the e-Dividend mandate will receive direct credit of the dividend to their bank accounts on May 16, 2024 net of withholding tax.

(d) Dividend

The Register of Members and Transfer Books of the Company will be closed from **April 29, 2024 to May 3, 2024** (both days inclusive) to enable the Registrar prepare for dividend payment.

(e) Statutory Audit Committee

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. 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. In addition, the Code of Corporate Governance issued by the Financial Reporting Council of Nigeria 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 to the Statutory Audit Committee.

(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.

(h) Election/Re-Election of Directors:

(i). Election of Directors:

Mr. Abolore Solebo was appointed as an Executive Director on December 15, 2023, and his appointment was approved by the Central Bank of Nigeria with effect from February 1, 2024.

(ii). 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 36th Annual General Meeting are **Mr. Chinedu Okeke** and **Mrs. Morohunke Bammeke**. 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 May 3, 2024.

(j) E-Annual Report

The electronic version of this notice as well as the annual report (e-annual report) for 2023 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.

(k) Website

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