

# Notice Of Annual General Meeting

**Notice is Hereby Given** that the 32nd Annual General Meeting of members of Fidelity Bank Plc will be held at the Civic Center, Ozumba Mbadiwe Avenue, Victoria Island, Lagos at 10:00 a.m. on Thursday, April 30, 2020 to transact the following business:

## Ordinary Business

1. To receive the Audited Financial Statements for the year ended December 31, 2019 and the Reports of the Directors, 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) **Mr. Obaro Odeghe**, Executive Director.
  - (ii) **Mr. Gbolahan Joshua**, Executive Director.
  - (iii) **Mr. Hassan Imam**, Executive Director.
  - (iv) **Alhaji Isa Mohammed Inuwa**, Independent Non-Executive Director.
4. To re-elect the following Directors retiring by rotation:
  - (i) **Mr. Ernest Ebi MFR, FCIB**, Non-Executive Director.
  - (ii) **Mr. Michael Okeke**, Non-Executive Director.
5. To authorize the Directors to fix the remuneration of the Auditors.
6. To elect members of the Audit Committee.

## Proxy

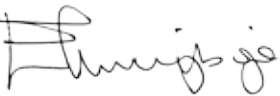
Fidelity Bank Plc, as a responsible corporate citizen, is aware of the unique challenges posed by the COVID-19 Pandemic and mindful of the need for all to take action to check the spread of the virus. To this end, the Bank had earlier activated its internal COVID-19 Response Plan, in addition to implementing the safety measures recommended by the Government and health authorities.

To ensure the safe conduct of the 32nd Annual General Meeting in accordance with the guidelines issued by the Nigeria Centre For Disease Control and the Corporate Affairs Commission (CAC), Shareholders are hereby notified that attendance shall only be by proxy and shall be limited to a maximum of twenty-five people (the maximum crowd size currently permitted by Lagos State Government, the host city for the meeting). In view of the foregoing, Shareholders are encouraged to appoint proxies to represent them at the meeting.

A member entitled to attend and vote at the Annual General Meeting 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. To be valid, the completed and duly stamped proxy form should be emailed to [info@firstregistrarsnigeria.com](mailto: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 3<sup>rd</sup> day of April, 2020

## By Order Of The Board



**Ezinwa Unuigboje**  
Company Secretary  
FRC/2014/NBA/00000008909  
No. 2 Kofo Abayomi Street  
Victoria Island, Lagos State.

## Notes

### (A) Dividend

If the proposed dividend of 20 Kobo per Ordinary Share is approved, dividend will be paid on **April 30, 2020** to Shareholders whose names appear in the Register of Members at the close of business on **April 17, 2020**. Shareholders who have completed and submitted the e-Dividend mandate will receive direct credit of the dividend to their bank accounts on **April 30, 2020**.

### (B) Closure Of Register Of Members

The Register of Members and Transfer Books of the Company will be closed from **April 20, 2020** to **April 24, 2020** (both days inclusive) to enable the Registrar prepare for dividend payment.

### (C) Statutory Audit Committee

As stipulated in Section 359(5) of the Companies and Allied Matters Act, L.F.N. 2004, a Shareholder may nominate another Shareholder for election to the Statutory 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.

The Codes of Corporate Governance issued by the Central Bank of Nigeria and the Securities and Exchange Commission (the Commission) require that some members of the Statutory Audit Committee should be financially literate and knowledgeable in internal control processes, accounting and financial matters. Consequently, a detailed curriculum vitae affirming the nominee's qualifications should be submitted with each nomination.

### (D) 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.

### (E) E-Dividend/Bonus

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, unclaimed certificates and e-bonus 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](http://www.fidelitybank.ng) or from the Registrar's website at [www.firstregistrarsnigeria.com](http://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 Fidelity Bank Plc Branch.

### (F) Election/Re-Election of Directors

#### (i) Election of Directors:

(a) **Mr. Obaro Odeghe** was appointed as an Executive Director of the Company on March 19, 2019. His appointment was approved by the Central Bank of Nigeria on August 22, 2019 and will be presented for Shareholders' approval at the 32nd Annual General Meeting.

(b) **Mr. Gbolahan Joshua** was appointed as an Executive Director of the Company on March 19, 2019. His appointment was approved by the Central Bank of Nigeria on August 22, 2019 and will be presented for Shareholders' approval at the 32nd Annual General Meeting.

(c) **Mr. Hassan Imam** was appointed as an Executive Director of the Company on March 19, 2019. His appointment was approved by the Central Bank of Nigeria on August 22, 2019, to take effect on January 1, 2020 and will be presented for Shareholders' approval at the 32nd Annual General Meeting.

(d) **Alhaji Isa Mohammed Inuwa** was appointed as an Independent Non-Executive Director of the Company on October 24, 2019. His appointment was approved by the Central Bank of Nigeria on January 22, 2020 and will be presented for Shareholders' approval at the 32nd Annual General Meeting.

#### (ii) Re-election of Directors:

In accordance with the provisions of Article 95(1)(a) of the Articles of Association of the Company, the Directors to retire by rotation at the 32nd Annual General Meeting are **Mr. Ernest Ebi MFR, FCIB** and **Mr. Michael Okeke**. 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 Bank's website [www.fidelitybank.ng](http://www.fidelitybank.ng).

### (G) 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](mailto: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 **Friday, April 17, 2020**.

### (H) E-Annual Report

The electronic version of this annual report (e-annual report) can be downloaded from the Company's website [www.fidelitybank.ng](http://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](mailto:info.investor@fidelitybank.ng) or [info@firstregistrarsnigeria.com](mailto:info@firstregistrarsnigeria.com).

### (I) Website

A copy of this Notice and other information relating to the meeting can be found at [www.fidelitybank.ng](http://www.fidelitybank.ng).

Contact Us: +234 (1) 448-5252

[true.serve@fidelitybank.ng](mailto:true.serve@fidelitybank.ng)



Fidelity Bank Plc  
RC 103022

FOLLOW US:     

[www.fidelitybank.ng](http://www.fidelitybank.ng)