

Fidelity Bank Plc

Proxy Form



Extra-Ordinary General Meeting of members of Fidelity Bank Plc to be held at 10:00am. on Thursday, September 29, 2022, at Jupiter Hall, Four Points by Sheraton, Plot 9/10, Block 2, Oniru, Victoria-Island, Lagos.

I/We _____ of _____

being a Shareholder(s) of Fidelity Bank Plc hereby appoint **Mr. Mustafa Chike-Obi** or **Mrs. Nneka C. Onyeali-Ikpe** or **Alhaji Isa Inuwa** or **Sir Sunny Nwosu** or **Mrs. Adebisi Bakare** or **Chief Joseph Okelana** or **Dr. Umar Farouk** or **Mr. Nornah Awoh** or **Mr. Gbenga Idowu** or **Mrs. Adetutu Siyanbola** or **Mr. Patrick Ajudua** or **Mrs. Esther Augustine** or **Chief Boniface Okezie** or **Mr. Adetunji Bamidele** or **Mr. Gafar Erinfolami** or **Alhaja Ayodele Kudaisi** or as my/our Proxy to act and vote for me/us on my/our behalf at the Extra-Ordinary General Meeting to be held on the **29th day of September 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 consider and if thought fit, pass the following resolutions as Special Resolutions: That in furtherance of the provisions of Section 124 of the Companies and Allied Matters Act, 2020 and the Companies Regulations 2021, and pursuant to Paragraphs 9 and 10 of the Articles of Association of the Company, the Board of Directors of the Company be and is hereby authorised to issue, by way of Private Placement, the 3,037,414,308 unissued Ordinary Shares of 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 potential investors.		
	2.	That the Private Placement shall be carried out in conformity with applicable laws and subject to procurement of all regulatory approvals.		
	3.	That the members in recognition of the need to ensure that the Company's share capital is aligned with the requirements under applicable laws, hereby waive their pre-emptive rights in respect of the 3,037,414,308 unissued Ordinary Shares of 50 kobo each, to be issued by the Company by way of Private Placement.		
	4.	That the said shares issued in accordance with resolution (1) above shall rank pari-passu with the Company's existing issued shares.		
	5.	That the Board of Directors be and is hereby authorised to perform all such lawful acts as are necessary to give effect to the above listed resolutions including but not limited to ensuring compliance with all regulatory procedures and requirements, obtaining all required approvals and filing within time, all regulatory returns in relation to the above resolutions.		
	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 _____				

Notes

- (i) A Shareholder entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a Proxy to attend in his/her/its stead from the list of proxies below.
- (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) To ensure the safe conduct of the meeting having regard to public health and safety, the meeting will be convened and conducted in compliance with guidelines issued by the Federal Government, health and regulatory authorities to curb the spread of COVID-19. This proxy form has been designed to ensure that Shareholders can exercise their right to vote despite not being physically present at the meeting. Shareholders are kindly requested to appoint a proxy of their choice from the list below:

S/N	NAME OF PROXY	DESIGNATION
1	Mr. Mustafa Chike-Obi	Chairman
2	Mrs. Nneka Onyeali-Ikpe	Managing Director/CEO
3	Alhaji Isa Inuwa	Independent Non-Executive Director
4	Sir Sunny Nwosu	Shareholder
5	Mrs. Adebisi Bakare	Shareholder
6	Chief Joseph Okelana	Shareholder
7	Dr. Umar Farouk	Shareholder
8	Mr. Nornah Awoh	Shareholder
9	Mr. Gbenga Idowu	Shareholder
10	Mrs. Adetutu Siyanbola	Shareholder
11	Mr. Patrick Ajudua	Shareholder
12	Mrs. Esther Augustine	Shareholder
13	Chief Boniface Okezie	Shareholder
14	Mr. Adetunji Bamidele	Shareholder
15	Mr. Gafar Erinfolami	Shareholder
16	Alhaja Ayodele Kudaisi	Shareholder
17	Mr. Peter Eyanuku	Shareholder

- (v) To be valid, duly completed proxy forms must be deposited at the registered office of the Registrar (as in the Notice) not later than 48 hours before the meeting.
- (vi) 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). The Company has made adequate arrangements to bear the cost of stamp duty on all unstamped instruments of proxy that are submitted to the Registrars within the stipulated time.
- (vii) The Proxy must produce the Admission Card sent with the Notice of the meeting to gain entrance to the meeting.
- (viii) 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.