Notice Of Annual General Meeting

Notice Is Hereby Given that the 28th Annual General Meeting of Fidelity Bank Plc will be held at the Banquet Hall, Lagoon Restaurant, No 1c, Ozumba Mbadiwe Road, Victoria Island, Lagos State on the 5th day of May, 2016 at 11.00 a.m. to transact the following business:

Ordinary Business

1. To receive the Audited Financial Statements for the year ended December 31, 2015 and the Reports of the Directors, Joint Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To approve the appointment of Mr. Adeyeye O. Adepegba and Mrs. Nneka C. Onyeali-Ikpe as Executive Directors.
4. To re-elect the following retiring Non-Executive Directors: Mr. Kayode Olowoniyi, Ichie (Dr.) Nnaeto Orazulike, and Chief Christopher I. Ezeh, MFR.

   Pursuant to Section 256 of the Companies and Allied Matters Act L.F.N. 2004, Special Notice is hereby given for the re-election of Chief Christopher I. Ezeh, MFR as a Non-Executive Director of the Company, notwithstanding that he is over 70 years old.

5. To authorise the Directors to fix the remuneration of the Auditors.
6. To elect members of the Audit Committee.

Proxy

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. To be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos State, not later than 48 hours before the time fixed for the meeting.

Notes

(A) Dividend

If the proposed dividend is approved, dividend warrants will be posted on May 5, 2016 to Shareholders whose names appear in the Register of Members at the close of business on April 15, 2016, while Shareholders who have mandated their dividend to their bank accounts will be credited on the date of the Annual General Meeting.

(B) Closure Of Register Of Members

The Register of Members and Transfer Books of the Company will be closed from April 18, 2016 to April 22, 2016 (both days inclusive) to enable the Registrar prepare for dividend payment.

(C) Audit Committee

As stipulated by Section 359(5) of the Companies and Allied Matters Act, L.F.N. 2004, 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.

The Central Bank of Nigeria, in its Code of Corporate Governance for Banks, stipulates that some members of the Audit Committee should be knowledgeable in internal control processes, accounting and financial matters. Consequently, a detailed curriculum vitae should be submitted with each nomination.

(D) Unclaimed Dividend Warrants And Share Certificates

A number of dividend warrants and share certificates have remained unclaimed or are yet to be presented for payment or returned to the Company for revalidation. Affected Shareholders are advised to contact the Registrar, First Registrars & Investor Services Limited.

(E) E-Dividend/Bonus

Shareholders are advised to update their records and/or open bank accounts, stock broking accounts and CSCS accounts for the purpose of dividend payments and e-bonus. Detachable application forms for change of address, unclaimed items, e-dividend and e-bonus are attached to the Annual Report for the convenience of all Shareholders. The forms can also be downloaded from the Bank's website at **www.fidelitybank.ng** or from the Registrars website at **www.firstregistrarsnigeria.com**. The completed forms should be returned to First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos State, or to the nearest Fidelity Bank Plc Branch.

(F) Election/Re-Election Of Directors

i. Election of Directors:

(a) Mr. Adeyeye O. Adepegba was appointed as an Executive Director of the Bank on July 1, 2015. His appointment was approved by the Central Bank of Nigeria on September 3, 2015 and will be presented for Shareholders' approval at the 28th Annual General Meeting.

(b) Mrs. Nneka C. Onyeali-Ikpe was appointed as an Executive Director of the Bank on July 2, 2015. Her appointment was approved by the Central Bank of Nigeria on September 3, 2015 and will be presented for Shareholders' approval at the 28th 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 are **Mr. Kayode Olowoniyi, Ichie (Dr.) Nnaeto Orazulike,** and **Chief Christopher I. Ezeh, MFR.** The retiring Directors, being eligible, will offer themselves for re-election at the 28th Annual General Meeting.

The profile of the Directors, including Directors for election/re-election, are available in the Annual Report and on the Bank's website at **www.fidelitybank.ng**

(G) Right of Securities' Holders to Ask Questions

Securities' holders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such questions must be submitted to the Company Secretary on or before Thursday April 21, 2016.

March 31, 2016

By Order Of The Board

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