

Fidelity Bank Plc

Proxy Form

Thirty-third Annual General Meeting to be held at 10.00 a.m. on Friday, the 30th of April, 2021 at the Africa-Asia Meeting Room, Eko Hotel & Suites, Plot 1415, Adetokunbo Ademola Street, 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 Mohammed Inuwa** or **Sir Sunny Nwosu** or **Chief Timothy Adesiyen** or **Mrs. Bisi Bakare** or **Mr. Alex Adio** or **Mr. Nornah Awoh** or **Mr. Gbenga Idowu** or **Mr. Gbenga Idowu** or **Mr. Boniface Okezie** or **Mrs. Adetutu Siyonbola** or **Dr. Umar Faruk** as my/our Proxy to act and vote for me/us on my/our behalf at the 33rd Annual General Meeting to be held on the 30th day of April 2021 and at any adjournment thereof.

Dated this _____ day of _____ 2021.

Shareholder's Signature _____

I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (strike out whichever is not required).	No	Ordinary Business	For	Against
	1.	To lay before the members, the Audited Financial Statements for the year ended December 31, 2020, the Reports of the Directors, External 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. Mustafa Chike-Obi, Non-Executive Director/Board Chairman.		
	ii.	Engr. Henry Obih, Independent Non-Executive Director		
	iii.	Mrs. Amaka Onwughalu, Non-Executive Director.		
	iv.	Mr. Nelson Nweke, Non-Executive Director.		
	v.	Mr. Chinedu Okeke, Non-Executive Director.		
	vi.	Mr. Kevin Ugwuoke, Executive Director.		
	vii.	Dr. Kenneth Opara, Executive Director.		
	4.	To re-elect the following Directors retiring by rotation:		
	i.	Pst. Kings Akuma, Non-Executive Director.		
	ii.	Mr. Chidi Agbapu, Non-Executive Director.		
	5.	To approve the appointment of Messrs. Deloitte & Touche as the Bank's External Auditors in place of the retiring External Auditor (Ernst & Young).		
	6.	To authorize the Directors to fix the remuneration of the External Auditors for 2021.		
	7.	To disclose the remuneration of the managers of the Company.		
	8.	To elect the members of the Audit Committee.		
		Special Business	For	Against
	9.	To consider and if thought fit, pass the following as an Ordinary Resolution: "That Non-Executive Directors' remuneration for the financial year ending December 31, 2021 and succeeding years until reviewed by the Company in Annual General Meeting, be and is hereby fixed at N20,000,000.00 for each Non-Executive Director and N27,500,000.00 for the Chairman of the Board of Directors".		

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 _____

Proxy Form (Cont'd)

Note:

- (i) A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy in his stead. All proxy forms should be deposited at the registered office of the Registrar (as in the Notice) not later than 48 hours before the meeting.
- (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) The Proxy must produce the Admission Card sent with the Notice of the meeting to gain entrance to the meeting.
- (v) 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).
- (vi) To ensure the safe conduct of the meeting and the Bank's compliance with applicable regulations, the meeting will be convened and conducted in compliance with guidelines issued by the Government, the Corporate Affairs Commission (CAC) and health authorities, which are aimed at curbing the spread of COVID-19. Given extant regulations limiting public gatherings, Shareholders are enjoined to appoint a proxy of their choice from the options above.
- (vii) 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. .