

Notice of Extra-Ordinary General Meeting

Notice is Hereby Given that an Extra-Ordinary General Meeting of members of Fidelity Bank Plc will hold at 10.00a.m. on Thursday, September 29, 2022 at Jupiter Hall, Four Points by Sheraton, Plot 9/10, Block 2, Oniru, Victoria Island, Lagos to transact the following business:

Special Business

To consider and if thought fit, pass the following resolutions as Special Resolutions:

1. 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.

Dated the 31st day of August, 2022

By Order Of The Board



Ezinwa Unuigboje

Company Secretary

FRC/2014/NBA/00000008909

No. 2, Kofo Abayomi Street Victoria Island,
Lagos State

Notes

(A) Proxy:

A member entitled to attend and vote at the Extra-Ordinary General Meeting is 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 can be downloaded from the Bank's website at www.fidelitybank.ng

To be valid, the completed and duly stamped proxy form should be emailed to 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.

(B). Stamping of Proxy Forms:

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.

(C). Attendance By 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 continue to take action to prevent the spread of the virus. To this end, the Bank activated its internal COVID-19 Response Plan in March 2020 and continues to implement the safety measures recommended by the Government and health authorities. Additional information on the Bank's COVID-19 Response Plan can be obtained from its website. Similar measures will be deployed to ensure the wellbeing of persons attending the meeting, including use of hand sanitisers, face masks and social distancing.

To ensure the safe conduct of the meeting and 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. Premised on the foregoing, an order of court was sought and obtained to hold the meeting by proxy.

Shareholders are kindly informed that physical attendance at the meeting shall be limited to the underlisted proposed proxies and requested to appoint a proxy of their choice from the individuals 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

(D). Closure of Register of Members:

The Register of Members and Transfer Books of the Company will be closed from September 21 – 23, 2022 (both days inclusive) for the purpose of updating the Register of Members.

(E). Right of Securities Holders to Ask Questions:

Securities holders have the right to ask questions at the Extra-Ordinary 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 September 22, 2022.

(F). Live streaming of the Extra-Ordinary General Meeting:

The Extra-Ordinary General 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. The link for the live streaming will be made available on the Company and the Registrar's websites.

(G). Website:

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