

Lagos, Nigeria, September 30, 2022

**SPECIAL RESOLUTIONS PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF
FIDELITY BANK PLC HELD ON SEPTEMBER 29, 2022**

At the Extra-Ordinary General Meeting of **FIDELITY BANK PLC** duly convened and held at Jupiter Hall, Four Points By Sheraton, Plot 9/10, Block 2, Oniru, Victoria Island, Lagos, on Thursday, September 29, 2022, the following Special Resolutions were proposed and duly passed:

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 30TH DAY OF SEPTEMBER 2022


 EZINWA UNUIGBOJE
 Company Secretary