

Notice Of Annual General Meeting

Notice Is Hereby Given that the 30th Annual General Meeting of Fidelity Bank Plc will be held at the Orchid and Lantana Hall, Eko Hotels & Suites, 1415, Adetokunbo Ademola Street, Victoria Island, Lagos at 10.00 a.m. on the 25th day of May, 2018 to transact the following business:

Ordinary Business

To receive the Audited Financial Statements for the year ended December 31, 2017 and the Reports of the Directors, Joint Auditors and Audit Committee thereon.

To declare a Dividend.

To re-elect **Mr. Robert Nnana-Kalu and Otunba Seni Adetu** as Non-Executive Directors.

To authorize the Directors to fix the remuneration of the Auditors.

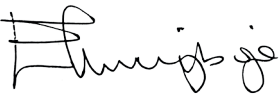
To elect members of the Audit Committee.

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, not later than 48 hours before the time fixed for the meeting.

April 30, 2018

By Order Of The Board



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

(A) Dividend

If the proposed dividend of 11 kobo per Ordinary Share is approved, dividend will be paid on **May 25, 2018** to Shareholders whose names appear in the Register of Members at the close of business on May 11, 2018. Shareholders who have completed the e-dividend mandate will receive direct credit of the dividend to their bank accounts on **May 25, 2018**.

(B) Closure Of Register Of Members

The Register of Members and Transfer Books of the Company will be closed from **May 14, 2018 to May 18, 2018** (both days inclusive) to enable the Registrar prepare for dividend payment.

(C) Audit Committee

As stipulated in 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 Code of Corporate Governance issued by the Securities and Exchange Commission (the Commission) stipulates that members of the Audit Committee should be knowledgeable in internal control processes, accounting and financial matters. Consequently, a detailed curriculum vitae affirming the nominee's qualification should be submitted with each nomination.

(D) Unclaimed Dividend Warrants and Share Certificates

Some share certificates have been returned to the Registrars as unclaimed, while some dividend warrants are yet to be presented for payment or returned for revalidation. Affected Shareholders are advised to contact the Registrar, First Registrars & Investor Services Limited.

(E) E-Dividend/Bonus

The Securities and Exchange Commission extended the free e-dividend registration to March 30, 2018. Thereafter, all dividend payments will be credited directly to shareholders' accounts after the deadline. Consequently, Shareholders who are yet to mandate their dividends to their bank accounts are advised to complete the e-dividend mandate form and submit same to the Registrar.

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 Company's website at www.fidelitybank.ng or from the Registrar's website at www.firstregistrarsnigeria.com. The completed forms should be returned to First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos, or to the nearest Fidelity Bank Plc Branch.

(F) 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. Robert Nnana-Kalu and Otunba Seni Adetu**. The retiring Directors, being eligible, have offered themselves for re-election at the 30th Annual General Meeting. The profile of the Directors for re-election are available in the Annual Report and on the Bank's website www.fidelitybank.ng

(G) Right of Securities' Holders to Ask Questions

Securities holders have the right to ask questions at the Annual 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.investorrelations@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 May 9, 2018.

(H) Website

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

Contact Us: +234(1)448-5252, +234 8003-433-5489 true.serve@fidelitybank.ng

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