

# Notice Of Annual General Meeting

**Notice Is Hereby Given** that the 29th Annual General Meeting of Fidelity Bank Plc will be held at Shell Hall, Muson Center, 8/9 Marina, Onikan, Lagos at 11.00 a.m. on Thursday, May 4, 2017 to transact the following business:

## Ordinary Business

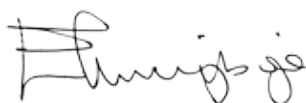
1. To receive the Audited Financial Statements for the year ended December 31, 2016 and the Reports of the Directors, Joint Auditors and Audit Committee thereon.
2. To declare a Dividend.
3. To elect Otunba Seni Adetu, Mr. Ernest Ebi MFR, FCIB, Chief Charles C. Umolu and Pst. Kings C. Akuma who were appointed as Non-Executive Directors since the last Annual General Meeting.
4. To re-elect Mr. Alex C. Ojukwu and Mr. Michael E. Okeke as Non-Executive Directors.
5. To authorize the Directors to fix the remuneration of the Joint 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, not later than 48 hours before the time fixed for the meeting.

Dated the 7th day of April, 2017

By Order Of The Board



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

## Notes

### (A) Dividend

If the proposed dividend of 14kobo per Ordinary Share is approved, dividend will be paid on May 4, 2017 to Shareholders whose names appear in the Register of Members at the close of business on April 13, 2017. Shareholders who have completed the e-Dividend mandate will receive direct credit of the dividend to their bank accounts on May 4, 2017, while dividend warrants will be posted on the same day to Shareholders who are yet to complete the e-dividend mandate.

### (B) Closure Of Register Of Members

The Register of Members and Transfer Books of the Company will be closed from April 18, 2017 to April 21, 2017 (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 Codes of Corporate Governance issued by the Central Bank of Nigeria and Securities and Exchange Commission (the Commission) stipulate 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

Following the Capital Market Committee's meeting of August 9, 2016, the Securities and Exchange Commission directed all Capital Market Registrars to discontinue the issuance of dividend warrants to investors after July 31, 2017. All dividend payments must be credited directly to shareholders' accounts after the deadline.

Consequently, Shareholders who are yet to mandate their dividend to their bank accounts are advised to complete the e-dividend mandate form and submit same to the Registrar, as dividend will only be paid electronically after July 31, 2017 as directed by the Commission.

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](http://www.fidelitybank.ng) or from the Registrar's website at [www.firstregistrarsnigeria.com](http://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) Election/Re-Election Of Directors

#### i. Election of Directors:

**(a) Otunba Seni Adetu** was appointed as an Independent Non-Executive Director of the Company on March 17, 2016. His appointment was approved by the Central Bank of Nigeria on April 28, 2016 and will be presented for Shareholders approval at the 29th Annual General Meeting.

**(b) Mr. Ernest Ebi, MFR FCIB** was appointed as a Non-Executive Director of the Company on October 20, 2016. His appointment was approved by the Central Bank of Nigeria on November 25, 2016 and will be presented for Shareholders approval at the 29th Annual General Meeting.

**(c) Chief Charles C. Umolu** was appointed as a Non-Executive Director of the Company on October 20, 2016. His appointment was approved by the Central Bank of Nigeria on November 25, 2016 and will be presented for Shareholders approval at the 29th Annual General Meeting.

**(d) Pst. Kings C. Akuma** was appointed as a Non-Executive Director of the Company on October 20, 2016. His appointment was approved by the Central Bank of Nigeria on November 25, 2016 and will be presented for Shareholders approval at the 29th 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. Alex C. Ojukwu** and **Mr. Michael E. Okeke**. The retiring Directors, being eligible, have offered themselves for re-election at the 29th Annual General Meeting.

The profiles of the Directors for election/re-election are available in the Annual Report and on the Bank's website [www.fidelitybank.ng](http://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](mailto: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 Thursday, April 20, 2017.

### (H) Website

A copy of this Notice and other information relating to the meeting can be found at [www.fidelitybank.ng](http://www.fidelitybank.ng)