

Lagos, 26 July 2024

**RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING OF
FIDELITY BANK PLC HELD ON JULY 26, 2024**

At the Extraordinary General Meeting of Fidelity Bank Plc duly convened and held virtually via <https://www.fidelitybank.ng/agm/> at 10.00a.m. on Friday, July 26, 2024, the following resolutions were proposed and duly passed:

SPECIAL BUSINESS

Ordinary Resolutions:

- A. "That pursuant to the Company's Public Offer and Rights Issue (the Combined Offer) which commenced on June 20, 2024 to close on July 29, 2024, the Company be and is hereby authorised to accept surplus monies arising from potential oversubscription of the Public Offer in such proportion as may be determined by the Board of Directors (the Board), subject to the Company's Issued Share Capital and obtaining relevant regulatory approvals."
- B. "That the Issued Share Capital of the Company be and is hereby increased from NGN22,600,000,000.00 divided into 45,200,000,000 Ordinary Shares of 50 Kobo each, up to NGN26,700,000,000.00 by the creation of up to 8,200,000,000 additional Ordinary Shares of 50 Kobo each, ranking pari-passu with the existing Ordinary Shares of the Company, to accommodate potential oversubscription of the Public Offer in the proportion of 5Billion additional Ordinary Shares under the Public Offer and 3,2Billion additional Ordinary Shares under the Rights Issue."
- C. "That the Board be and is hereby authorised to allot the shares issued in accordance with Resolutions (A) and (B) above, which shall rank pari-passu with the Company's existing issued shares; procure the listing and admission to trading of the issued shares on the Official List of Nigerian Exchange Limited; and cancel any unallotted shares pursuant to Resolutions (A) and (B) above, subject to relevant regulatory approvals."
- D. "That the Board be and is hereby authorised to take any further action and perform such lawful acts as may be necessary to give effect to all the resolutions proposed for adoption at this Extraordinary General Meeting including but not limited to the execution of any agreement, notice or document; appointment of professional parties and advisers; obtaining requisite regulatory approvals including the approval of the Securities and Exchange Commission, Central Bank of Nigeria and Corporate Affairs Commission; complying with the directives of any relevant regulatory authority and filing within time, all regulatory returns in relation to the above resolutions."
- E. "That the Company Secretary be and is hereby authorised to do all things necessary to give effect to the resolutions adopted at this Extraordinary General Meeting at the Corporate Affairs Commission".

Special Resolution:

- F. "That Clause 6 of the Memorandum of Association and Clause 5 of the Articles of Association of the Company (the Memart) be amended to reflect the New Issued Share Capital of the Company pursuant to the foregoing resolutions and that the Board of Directors be and is hereby authorized to file the amended Memart at the Corporate Affairs Commission."

FOR: FIDELITY BANK PLC


EZINWA UNUIGBO
 Company Secretary

www.fidelitybank.ng