

Notice Of Annual General Meeting

Notice is Hereby Given that the 31st Annual General Meeting of Fidelity Bank Plc will be held at the Civic Center, Ozumba Mbadiwe Avenue, Victoria Island, Lagos at 10:00 a.m. on Friday, April 26, 2019 to transact the following business:

ORDINARY BUSINESS

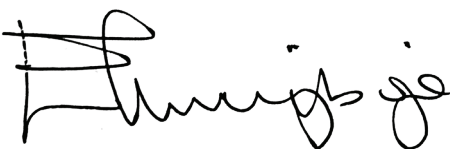
1. To receive the Audited Financial Statements for the year ended December 31, 2018 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a Dividend.
3. To elect Mr. Chidi Agbapu who was appointed as a Non-Executive Director since the last Annual General Meeting.
4. To re-elect Pst. Kings C. Akuma and Chief Charles Umolu as Non-Executive Directors.
5. To authorize the Directors to fix the remuneration of the 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 3rd day of April, 2019

By Order of the Board

A handwritten signature in black ink, appearing to read "Ezinwa Unuigboje".

EZINWA UNUIGBOJE

Company Secretary

FRC/2014/NBA/00000008909

No. 2 Kofo Abayomi Street

Victoria Island, Lagos.

Notes:

(A) Dividend

If the proposed dividend of 11 kobo per Ordinary Share is approved, dividend will be paid on April 26, 2019 to Shareholders whose names appear in the Register of Members at the close of business on April 12, 2019. Shareholders who have completed the e-Dividend mandate will receive direct credit of the dividend to their bank accounts on April 26, 2019.

(B) Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from April 15, 2019 to April 19, 2019 (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

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affirming the nominee's qualification should be submitted with each nomination.

(D) **Unclaimed Dividend Warrants and Share Certificates**

Some Dividend Warrants and Share Certificates have been returned to the Registrars as unclaimed. Affected Shareholders are advised to contact the Registrar, First Registrars & Investor Services Limited.

(E) **E-Dividend**

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 as directed by the Securities and Exchange Commission.

Detachable application forms for change of address, unclaimed items, e-dividend and e-bonus as well as proxy forms are attached to the Annual Report for the convenience of 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) **Election/Re-Election of Directors**

(i) **Election of Director:**

Mr. Chidi Agbapu was appointed as a Non-Executive Director of the Company on June 11, 2018. His appointment was approved by the Central Bank of Nigeria on September 3, 2018 and will be presented for Shareholders' approval at the 31st 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 Pst. Kings C. Akuma and Chief Charles Umolu. The retiring Directors, being eligible, have offered themselves for re-election at the 31st 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.

(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 Friday, April 5, 2019.

(H) **Website**

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

We Are Fidelity, We Keep Our Word.

true.serve@fidelitybank.ng