

Notice of Extra-Ordinary General Meeting

Notice is Hereby Given that an Extra-Ordinary General Meeting of members of Fidelity Bank Plc will hold virtually via <https://www.fidelitybank.ng/egm/> at **10.00a.m. on Friday, August 11, 2023** to transact the following business:

Special Business

To consider and if thought fit, pass the following as Ordinary Resolutions:

(1) That the issued share capital of the Company currently ₦16,000,000,000.00 (Sixteen Billion Naira) made up of 32,000,000,000 Ordinary Shares of ₦0.50 each, be increased up to ₦22,600,000,000.00 (Twenty-two Billion, Six Hundred Million Naira) by the creation of up to 13,200,000,000 (Thirteen Billion, and Two Hundred Million) additional Ordinary Shares of ₦0.50 each.

(2) That the Company undertakes a capital raising exercise via a Public Offer for up to 10,000,000,000 Ordinary Shares and Rights Issue of up to 3,200,000,000 Ordinary Shares representing 1 (one) new share for every ten (10) shares held, to new and existing shareholders respectively.

(3) That the Board of Directors of the Company be and is hereby authorised to allot the shares issued in accordance with resolution (2) above, which shall rank pari-passu with the Company's existing issued shares, subject to the receipt of relevant regulatory approvals.

(4) That the Board of Directors be and is hereby authorised to perform all such lawful acts that 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.

To consider and if thought fit, pass the following as a Special Resolution:

(5) That the Memorandum and Articles of Association (Memart) of the Company be amended to reflect the Company's new share capital after the capital raising exercise in Resolution 2 above and that the Board of Directors be and is hereby authorized to file the amended Memart at the Corporate Affairs Commission.

Dated the 19th day of July, 2023.

By Order Of The Board



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

Notes

(A). Explanatory Notes on the resolutions proposed for adoption at the Extra-Ordinary General Meeting

The Bank is on a strong growth trajectory and requires additional

capital for increased profitability, expansion (domestic and international) and enhancement of its digital capabilities. Advances in technology, the rapid evolution of the business of banking and changes in the operating landscape make it imperative that the Bank remains agile, adaptable and properly positioned to respond appropriately to developments, whilst remaining a competitive and forward looking institution.

The proposed resolutions are aimed at ensuring that your company can take advantage of emerging business opportunities and secure long term profitability and competitive advantage, while ensuring increased shareholder value.

It is against this background that the resolutions proposed for adoption at this Extra Ordinary General meeting are being presented for shareholders approval.

(B). Proxy

Any member entitled to attend and vote at the Extra-Ordinary General Meeting (EGM) is entitled to 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 can be downloaded from the Company's website at www.fidelitybank.ng

To be valid, the completed and duly stamped proxy form should be emailed to info@firstregistrarsnigeria.com or 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.

(C). Stamping of Proxy Forms

The Company has made adequate arrangements to bear the cost of stamp duty on all unstamped instruments of proxy that are submitted to the Registrars within the stipulated time.

(D). Virtual Meeting Link

Pursuant to the provisions of the Business Facilitation (Miscellaneous Provisions) Act, 2022, which allows public companies to hold general meetings electronically, the Extra-Ordinary General Meeting will be held virtually. The link for the meeting is <https://www.fidelitybank.ng/egm/> and can be accessed through the Bank's website www.fidelitybank.ng and social media platforms. The meeting will also be live-streamed online on the Bank's website.

(E). Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from July 31 to August 2, 2023 (both days inclusive) for the purpose of updating the Register of Members.

(F). Right of Securities Holders to Ask Questions

Securities holders have the right to ask questions at the Extra-Ordinary 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.investor@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 July 31, 2023.

(G). 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

Contact Us: +234 700 3433 5489

true.serve@fidelitybank.ng



Fidelity Bank Plc
RC 103022

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