



STANBIC IBTC HOLDINGS PLC

RC 1018051

NOTICE OF 13TH ANNUAL GENERAL MEETING

Notice is hereby given that the **13th Annual General Meeting of Stanbic IBTC Holdings PLC** will be held at the Orchid & Lantana Hall, Eko Hotel & Suites, Plot 1415 Adetokunbo Ademola Street, Victoria Island, Lagos on Thursday, 15 May 2025, at 10.00 a.m. to transact the following business:

Ordinary Business

- To receive and consider the Report of the Directors and the Financial Statements for the year ended 31 December 2024 and the Auditors' Report thereon.
- To declare a dividend.
- To re-elect retiring Directors and to approve the appointment of a new Director.
- To disclose the remuneration of the Managers of the Company.
- To authorise the Directors to fix the remuneration of the Auditors for the ensuing year.
- To elect members of the Audit Committee.

Special Business

- To consider and if thought fit, pass the following as an ordinary resolution:
"That the Non-Executive Directors' annual fees for the year ending 31 December 2025 be and is hereby fixed at ₦681,000,000.00"
- To consider and, if thought fit, pass the following resolution as an ordinary resolution: "That in compliance with the Rules of Nigeria Exchange Limited governing transactions with Related Parties or Interested Persons, the Company and its related

entities (the Group) be and are hereby granted a General Mandate in respect of all recurrent transactions entered into with a related party or interested person, provided such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day operations (as specified in the General Mandate Circular sent to Shareholders along with the Annual Report). This mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held in 2026."

By order of the Board

Chidi Okezie

Company Secretary

Dated this 17th day of April 2025

Notes

Proxies

Only members are entitled to be represented at the meeting. A member entitled to attend and vote may appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company. For a proxy to be valid, it must be appropriately stamped (at the rate of ₦500) at the stamp duties office and deposited at the registered office of the company or the office of the Registrars (First Registrars & Investors services Limited, 2 Abebe Village Iganmu Lagos) at least forty eight (48) hours before the time fixed for the meeting. A blank proxy form is forwarded with the notice of meeting.

Dividends

If the dividend recommended by the Directors is approved at the Meeting, the accounts of shareholders with the appropriate e-dividend mandate, will be credited on Friday, 16 May 2025 to shareholders whose names appear on the Register of shareholders at the close of business on Friday, 11 April 2025.

Closure of register

The Register of members was closed from Monday, 14 April 2025 to Friday, 18 April 2025.

Unclaimed dividends

Several dividends remain unclaimed or are yet to be presented for payment or returned to the Registrars for revalidation. A schedule of members who are yet to claim their dividends will be circulated to shareholders along with the Annual Report and Financial Statements. Members affected are advised to write or call at the office of the Company's Registrars, First Registrars & Investors Services Limited, 2, Abebe Village, Iganmu, Lagos during normal working hours.

E-dividend

Notice is hereby given to all shareholders to open bank accounts in order to take advantage of the E-dividend payment platform. A detachable application form for e-dividend and e-bonus is attached to the Annual Report to enable all shareholders furnish particulars of their accounts to the Registrars (First Registrars & Investors Services Limited) as soon as possible.

We request our shareholders to use the e-dividend payment portal that will serve as an on-line verification and communication medium for e-dividend mandate processing through the new E-Dividend Mandate Management System jointly introduced by the Central Bank of Nigeria, Securities and Exchange Commission, Nigeria Inter-Bank Settlement Systems PLC and the Institute of Capital Market Registrars.

Rights of Shareholders to ask Questions

Shareholders have a right to ask questions not only at the Meeting, but also in writing before the Meeting, and such questions must be submitted to the Company Secretary at the Head Office of the Company (Stanbic IBTC Towers, Walter Carrington Crescent, Victoria Island, Lagos) or by email to Chidi.Okezie@stanbicibtc.com or Remilekun.Ishola@stanbicibtc.com, on or before Friday, 09 May 2025.

Voting

Voting shall be by show of hands.

Voting By Interested Persons

In line with the provisions of Rule 20.8 (h) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives or associates shall abstain from voting on resolution 8 above.

Audit Committee

In accordance with Section 404 (6) of the Companies and Allied Matters Act 2020, any shareholder may nominate another shareholder for appointment to the Audit Committee. Such nomination shall be in writing and must reach the Company Secretary not less than twenty one (21) days before the date of the Annual General Meeting. The Companies and Allied Matters Act 2020, stipulates that all members of the audit committee shall be financially literate, and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. Also, the Securities and Exchange Commission's Code of Corporate Governance has indicated that members of the Audit Committee should have basic financial literacy and should be able to read financial statements.

Accordingly, we would therefore request that the nominations be accompanied by a copy of the nominee's curriculum vitae.

Re-election and election of directors

In accordance with the provisions of the Company's Articles of Association, the Directors to retire by rotation at the AGM are: Dr Babs Omotowa, Mrs Ndid Nwuneli MFR and Prof Fabian Ajogwu OFR SAN. The retiring Directors, being eligible, offer themselves for re-election.

The appointment of Mrs. Maryam Aliko Mohammed as a Director of the Company will also be tabled at the AGM for formal approval.

Proxy form for Stanbic IBTC Holdings PLC RC 1018051

13th Annual General Meeting to be held at the Orchid & Lantana Hall, Eko Hotel & Suites Plot 1415 Adetokunbo Ademola Street, Victoria Island, Lagos, on Thursday, 15 May 2025, at 10.00 am to transact the following business.

I, Mr/Mrs/Miss

Account No: _____ Shareholder's Name: _____ No. of Shares: _____

being a member of Stanbic IBTC Holdings PLC hereby appoint

or failing him or her the Chairman of the meeting as my proxy to attend and vote for me and on my behalf at the Annual General Meeting of the Company to be held on Thursday 15 May 2025 at 10.00 am and at any adjournment thereof.

Dated this _____ day of _____ 2025

Signature(s) of Shareholder(s)

Name of Shareholder

Resolutions	for	Against	Abstain
To receive and consider the Report of the Directors and the Financial Statements for the year ended 31 December 2024 and the Auditors' Report thereon.			
To declare a dividend			
To re-elect the following retiring Directors: Dr Babs Omotowa Mrs Ndid Nwuneli MFR Prof Fabian Ajogwu OFR SAN			
To approve the Appointment of Mrs. Maryam Aliko Mohammed			

To authorise the Directors to fix the External Auditor's remuneration for the ensuing year.			
To elect members of the Audit Committee.			
To approve Directors' fees for the year ending 31 December 2025			
To grant the Company and its related entities (the Group) a General Mandate in respect of all recurrent transactions entered into with a related party or interested person in respect of transactions of a revenue or trading nature.			

Notes:
Only members are entitled to be represented at the meeting. A member entitled to attend, and vote may appoint one or more proxies to attend and vote instead of him or her. All instruments of proxy must be deposited at the registered office of the Company or the office of the Registrars, First Registrars & Investor Services Limited, No 2, Abebe Village Road, Iganmu, Lagos not later than 48 hours before the time for holding the meeting.

Admission card

Please admit the Shareholder or his or her or its duly appointed proxy to the 13th Annual General Meeting to be held at Orchid & Lantana Hall, Eko Hotel & Suites Plot 1415 Adetokunbo Ademola Street, Victoria Island, Lagos on Thursday 15 May 2025 at 10.00 am.

Name of shareholders (in BLOCK LETTERS) _____ Number of Shares _____

Proxy Shareholder

Account No: _____

Shareholder's Name _____

No. of Shares _____

Proxy

Shareholder

Please tick 'I' in the appropriate box above before presenting this card for admission to the meeting

Signature of person attending _____

*BEFORE POSTING THE ABOVE FORM OF PROXY, PLEASE TEAR OFF THIS PART AND RETAIN IT.