

Notice Of 38th Annual General Meeting

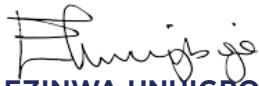
Notice is Hereby Given that the 38th Annual General Meeting of members of Fidelity Bank Plc will hold virtually via <https://www.fidelitybank.ng/agm/at 10.00a.m. on Tuesday, July 7, 2026> to transact the following business:

ORDINARY BUSINESS

1. To lay before the members, the Audited Financial Statements for the year ended December 31, 2025, and the Reports of the Directors, External Auditors, Board Evaluation Consultants and Statutory Audit Committee thereon.
2. To elect the following Director who was appointed since the last Annual General Meeting:
 - (i) **Dr Jonathan O. Ososuakpor**, Non-Executive Director.
3. To Re-Elect/Note the Directors due for Retirement by Rotation:
 - (i) To re-elect **Mrs. Amaka Onwughalu, Chairman**, Non-Executive Director.
 - (ii) To note the retirement by rotation of **Chief Nelson Nweke, Non-Executive Director**.
4. To authorize the Directors to fix the remuneration of the External Auditors for 2026.
5. To disclose the remuneration of the managers of the Company.
6. To elect members of the Statutory Audit Committee.

Dated the 11th day of June, 2026.

By Order of the Board.



EZINWA UNUIGBOJE
Company Secretary
FRC/2014/NBA/00000008909
No. 2 Kofo Abayomi Street
Victoria Island, Lagos.

NOTES

(a) Proxy

Any member entitled to attend and vote at the 38th Annual General Meeting (AGM) is also 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 is attached to the Annual Report and can be downloaded from the Bank's website at www.fidelitybank.ng

To be valid, completed proxy forms should be deposited at the office of the Registrar, First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos or emailed to info@firstregistrarsnigeria.com not later than 48 hours before the time fixed for the meeting.

(b) 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 38th Annual General Meeting will be held virtually. The link for the meeting is <https://www.fidelitybank.ng/agm/> 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.

(c) Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from June 25, 2026, to June 29, 2026 (both days inclusive) to enable the Registrar prepare for the Annual General Meeting.

(d) Statutory Audit Committee

In accordance with Section 404(6) of the Companies and Allied Matters Act, 2020, 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. Section 404 (5) of the Companies and

Allied Matters Act 2020 provides that all the members of the Audit Committee shall be financially literate and at least one (1) member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. In addition, the Code of Corporate Governance issued by the Financial Reporting Council of Nigeria provides that members of the Audit Committee should be financially literate and able to read and interpret financial statements. Consequently, a detailed curriculum vitae affirming the nominee's qualifications should be submitted with each nomination to the Statutory Audit Committee.

(e) Unclaimed Dividend Warrants and Share Certificates

Some share certificates were 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 Registrars, First Registrars & Investor Services Limited www.firstregistrarsnigeria.com.

(f) E-Dividend

Notice is hereby given to all Shareholders who are yet to mandate their dividends to their bank accounts to kindly update their records by completing the e-dividend mandate form and submitting same to the Registrars, or using the **e-dividend mandate link** (<https://docuhub3.nibss-plc.com.ng/edmmms/self-service>)

Detachable application forms for e-dividend mandate, change of address and unclaimed certificates 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 or from the Registrars' website at www.firstregistrarsnigeria.com. The completed forms should be returned to First Registrars & Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos.

Re-Election/Retirement by Rotation of Directors

(g) (i). Election of Directors:

Dr. Jonathan O. Ososuakpor, Non-Executive Director, was appointed to the Board with effect from May 22, 2026 and will be presented for election at the 38th Annual General Meeting.

(ii) Re-Election/Retirement by Rotation of Directors

In accordance with the provisions of Article 95(1)(a) of the Articles of Association of the Company, the Non-Executive Directors due for retirement by rotation and eligible for re-election at the 38th Annual General Meeting are Mrs. Amaka Onwughalu and Chief Nelson Nweke. Mrs. Amaka Onwughalu has offered herself for re-election, while Chief Nelson Nweke has confirmed that he would retire by rotation at the end of the 38th Annual General Meeting and would not seek re-election

The profile of all the Directors including the Directors for election/re-election is in the Annual Report and on the Company's website www.fidelitybank.ng

(h) 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.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 June 26, 2026.

(i) E-Annual Report

The electronic version of this notice as well as the annual report (e-annual report) for 2025 financial year can be downloaded from the Company's website www.fidelitybank.ng. The e-annual report will be emailed to all Shareholders who have provided their email addresses to the Registrars. Shareholders who wish to receive the e-annual report are kindly requested to send an email to info@firstregistrarsnigeria.com.

(j) Website

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