



# Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 6th Annual General Meeting of STANBIC IBTC Holdings PLC will be held at the Latana Hall, Eko Hotel & Suites, Adetokunbo Ademola Street, Victoria Island Lagos on Tuesday 19 June 2018 at 10.00am to transact the following business:

## ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and the Financial Statements for the year ended 31 December 2017 and the Auditors' Report thereon.
2. To declare a dividend.
3. To re-elect retiring Directors.
4. To authorise the Directors to fix the remuneration of the Auditors for the ensuing year.
5. To elect members of the audit committee

## SPECIAL BUSINESS:

6. To consider and if thought fit pass the following as an ordinary resolution:  
"That the directors' annual fees for the year ending 31 December 2018 be and is hereby fixed at ₦246,500,000.00".
7. To consider, and, if thought fit, pass the following resolution as an Ordinary Resolution:

"That in compliance with the Rules of The Nigerian Stock Exchange 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 2019".

Dated this 21st day of May 2018

BY ORDER OF THE BOARD

**Chidi Okezie**  
Company Secretary

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## 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/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 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 warrants or accounts of shareholders with the appropriate e-dividend mandate, will be posted/credited on Wednesday 20 June 2018 to shareholders whose names appear on the register of shareholders at the close of business on Wednesday 28 March 2018.

### Closure of Register

The Register of members was closed on Thursday 29 March 2018.

### Unclaimed Dividend Warrants

Several dividend warrants remain unclaimed or are yet to be presented for payment or returned to the Company for revalidation. A schedule of members who are yet to claim their dividends will be circulated 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, Plot 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 this 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 prior to the Meeting, and such questions must be submitted to the Company Secretary at the registered office of the Company (I.B.T.C. Place Walter Carrington Crescent, Victoria Island, Lagos) on or before Tuesday 12 June 2018.

### Scrip Dividend Issue

We are once again advising our esteemed shareholders that in line with the authority granted to Directors by Shareholders at the 06 August 2015 Extra Ordinary General Meeting, Shareholders have a choice of receiving dividends declared by the Company, up to year 2020, either in cash or may elect to receive their dividends as new ordinary shares in the Company ("scrip dividend").

Where a shareholder elects to receive his or her dividends by way of new ordinary shares, then such scrip dividend shall **only be allotted after receipt of any required regulatory approval and shall apply to shareholders whose names were on the Register of Members as at the qualification dates for the payment of such dividends ("Qualifying shareholders")**.

In order to be valid, any scrip dividend election by shareholders, must be made to the Company's Registrars, **not later than seven working days prior to any dividend payment date**. With respect to the fifty (50) kobo dividend being recommended by Directors for approval at the 6th Annual General Meeting of the Company, holding on Tuesday 19 June 2018, the qualification date as previously published was Wednesday 28 March 2018.

The reference price to be used in determining any scrip dividend allotment shall be the volume weighted average price (VWAP) of the Company's shares on The Nigeria Stock Exchange (The NSE) for the five business days commencing on the day the ordinary shares are first quoted ex-dividend. With respect to the fifty (50) kobo dividend indicated above, the reference price for determining the scrip dividend allotment is **₦48.62 (forty eight naira sixty two kobo)**.

Shareholders, who wish to receive their fifty (50) kobo dividend by way of new ordinary shares, can either download the Scrip Dividend Election form ("the form") from our website, by clicking on the following link: <http://reporting.stanbicibt.com/resultsreports.php>. In addition, you may also obtain a copy of the form by contacting either the Group Company Secretary – Email: [chidi.okezie@stanbicibt.com](mailto:chidi.okezie@stanbicibt.com) or Idris Toriola, Head Investor Relations – Email: [idris.toriola@stanbicibt.com](mailto:idris.toriola@stanbicibt.com); Tel: **+234 1 422 8501**; or by contacting the Registrars: First Registrars and Investor Services Limited on Tel: **+234 1 2701078-9**. All completed forms must reach the Registrars **on or before close of business on Monday 11 June 2018**.

Shareholders who however elect to receive their dividends in cash, are not required to take any action as they will have their dividend warrants or bank accounts (in the case of shareholders with the appropriate e-dividend mandate) sent/credited on the dividend payment date.

For any enquiry, please contact:

Chidi Okezie, Group Company Secretary – Email: [chidi.okezie@stanbicibt.com](mailto:chidi.okezie@stanbicibt.com) or Idris Toriola, Head Investor Relations – Email: [idris.toriola@stanbicibt.com](mailto:idris.toriola@stanbicibt.com); Tel **+234 1 422 8501**

### Voting

Voting shall be by show of hands.

### Audit Committee

In accordance with section 359(5) of the Companies and Allied Matters Act Cap C20 Laws of the Federation of Nigeria 2004, 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 21 days before the annual general meeting. The Central Bank of Nigeria's Code of Corporate Governance has indicated that some of the members of the audit committee should be knowledgeable in internal control processes. 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 of Directors

In accordance with the provisions of Company's Articles of Association and the Companies and Allied Matters Act CAP C20 Laws of the Federation of Nigeria, the Directors to retire by rotation at this Annual General Meeting (AGM) are Messrs. Dominic Bruynseels, Yinka Sanni and Ms. Ngozi Edozien. With the exception of Mr. Dominic Bruynseels, who will not be seeking a re-election, the other two retiring Directors, being eligible, are offering themselves for re-election.

SHAREHOLDERS ARE KINDLY ADVISED TO NOTE THAT THERE WILL BE NO DISTRIBUTION OF GIFTS AT THE AGM VENUE

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# Proxy Form

## Stanbic IBTC Holdings PLC

RC 1018051

### 6TH ANNUAL GENERAL MEETING

to be held at the Latana Hall, Eko Hotel & Suites, Adetokunbo Ademola Street, Victoria Island, Lagos on Tuesday 19 June 2018 at 10.00am.

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/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 Tuesday 19 June 2018 at 10.00am and at any adjournment thereof.

Dated this ..... day of ..... 2018

Signature(s) of Shareholder(s):

Name of Shareholder:

Number of Shares			
Resolutions	For	Against	Abstain
To receive and consider the Report of the Directors and the Financial Statements for the year ended 31 December 2017 and the Auditors' Report thereon.			
To declare a dividend			
To re-elect retiring Directors: Mr. Yinka Sanni Ms. Ngozi Edozien			
To authorise Directors to fix remuneration of the Auditors for the ensuing year.			
To elect members of the Audit Committee.			
To approve Directors' fees for the year ending 31 December 2018			
To Grant the Company a General Mandate in respect of Related Party Transactions contained in the General Mandate Circular			

Please indicate with an 'X' in the appropriate box how you wish your votes to be cast on the resolutions set out in the Notice of Meeting. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

#### Notes:

1. A Member who is unable to attend the Meeting is allowed by law to vote by proxy.
2. Provision has been made for the Chairman to act as your proxy. However if you do not wish him to act as your Proxy you can insert in the blank space provided above the name of the person (who does not need to be a shareholder) who is to attend and vote on your behalf.
3. Lodging a proxy form will not prevent you from attending the Meeting and voting in person. However, if you choose to attend the Meeting, your proxy cannot attend and vote at the meeting.
4. The completed, signed and stamped Proxy Form should be deposited at the registered office of the of the Company (I.B.T.C. Place, Walter Carrington Crescent, Victoria Island, Lagos) or at the office of the Registrars (First Registrars Nigeria Ltd. Plot 2 Abebe Village Road, Iganmu, Lagos) and must reach them not later than 15 June 2018 (not later than 48 hours prior to the time for voting).
5. It is a requirement of the Stamp Duties Act, Cap. S8, Laws of the Federation of Nigeria, 2004, that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any Meeting of Shareholders must be stamped by the Commissioner of Stamp Duties.

SHAREHOLDERS ARE KINDLY ADVISED TO NOTE THAT THERE WILL BE NO DISTRIBUTION OF GIFTS AT THE AGM VENUE

DETACH ADMISSION CARD ALONG THIS LINE

### ADMISSION CARD

Please admit the Shareholder or his /her/ its duly appointed proxy to the 6th Annual General Meeting of Stanbic IBTC Holdings PLC holding at the Latana Hall, Eko Hotel & Suites, Adetokunbo Ademola Street, Victoria Island Lagos on Tuesday 19 June 2018 at 10.00am.

Name of shareholder (in BLOCK CAPITALS): .....

Number of Shares: .....

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.

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