



Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 7th Annual General Meeting of STANBIC IBTC Holdings PLC will be held at the Jasmine Hall, Eko Hotel & Suites, Adetokunbo Ademola Street, Victoria Island Lagos on Wednesday 19 June 2019 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 2018 and the Auditors' Report thereon.
2. To declare a dividend.
3. To re-elect retiring Directors and to approve the appointment of additional Directors for the Company.
4. To authorize 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 2019 be and is hereby fixed at N250,000,000.00".
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 2020".

Dated this 21 day of May 2019

BY ORDER OF THE BOARD

Chidi Okezie
Company Secretary

stanbicibt.com

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 N500) 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 accounts of shareholders with the appropriate e-dividend mandate, will be credited on Thursday 20 June 2019 provided that their names appear on the register of shareholders at the close of business on Wednesday 20 March 2019, which is the qualification date.

Closure of Register

The Register of members was closed on Thursday 21 March 2019.

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, 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 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 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 Wednesday 12 June 2019.

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 one naira fifty kobo (N1.50) dividend being recommended by Directors for approval at the 7th Annual General Meeting of the Company, holding on Wednesday 19 June 2019, the qualification date as previously published was Wednesday 20 March 2019.

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 one naira fifty kobo (N1.50) dividend indicated above, the reference price for determining the scrip dividend allotment is **N47.89 (forty seven naira eighty nine kobo)**.

Shareholders, who wish to receive their one naira fifty kobo (N1.50) 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 or Idris Toriola, Head Investor Relations – Email: 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 10 June 2019**.

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

For any enquiry, please contact Chidi Okezie, Group Company Secretary – Email: chidi.okezie@stanbicibt.com or Idris Toriola, Head Investor Relations – Email: 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 and 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 Mrs. Salamatu Suleiman, Mrs. Ifeoma Esiri and Mr. Sim Tshabalala. All retiring Directors, being eligible, are offering themselves for re-election.

The appointments of Mr. Barend Johannes Kruger and Mr. Kunle Adedeji as Directors of the Company are also being tabled for Shareholders' approval.

Stanbic IBTC Moving forward™
A member of
Standard Bank Group