



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 11th 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 25 May 2023 at 10.00 am 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 2022 and the Auditors' Report thereon.
2. To declare a dividend.
3. To re-elect retiring Directors and to approve the appointment of additional Directors
4. To disclose the remuneration of the Managers of the Company.
5. To authorise the Directors to fix the remuneration of the Auditors for the ensuing year; and
6. To elect members of the Audit Committee.

Special Business:

7. To consider and if thought fit pass the following as an ordinary resolution:

"That the directors' annual fees for the year ending 31 December, 2023 be and is hereby fixed at ₦544,570,000.00"

8. To consider, and, if thought fit, pass the following resolution as an ordinary resolution:

"That in compliance with the Rules of NGX Regulation 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 2024".

Dated this 28 day of April 2023
BY ORDER OF THE BOARD

Chidi Okezie
Company Secretary

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 accounts of shareholders with the appropriate e-dividend mandate, will be credited on Friday 26 May 2023 to shareholders whose names appear on the Register of shareholders at the close of business on Monday 03 April 2023.

Closure of Register

The Register of members was closed from Tuesday 04 April to Wednesday 12 April 2023.

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 before 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) or by email to Chidi.Okezie@stanbicibtc.com or Remilekun.Ishola@stanbicibtc.com, on or before Friday 19 May 2023.

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 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 the Company's Articles of Association, the Directors to retire by rotation at the AGM are Mrs Sola David-Borha, Dr. Demola Sogunle, Prof. Fabian Ajogwu SAN, and Mr. Ballama Manu CFR. The retiring Directors, being eligible, offer themselves for re-election.

The appointments of Mr. Babatunde (Babs) Omotowa and Mrs Ndidi Nwuneli as Directors of the Company will also be tabled at the AGM for formal approval.