

# Notice of annual general meeting

Notice is hereby given that the first annual general meeting of Stanbic IBTC Holdings PLC will be held at the Congress Hall, Transcorp Hilton Hotel, Abuja on Wednesday 21 August 2013 at 11:00am to transact the following businesses:

## Ordinary business:

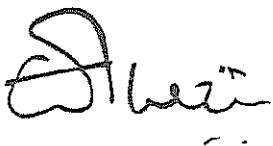
1. To receive and consider the report of the directors and the financial statements for the year ended 31 December 2012 and the auditors' report thereon.
2. To declare a dividend.
3. To elect retiring directors.
4. To authorize the directors to fix remuneration of the auditors for the ensuing year.
5. 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 2013 be and is hereby fixed at ₦174.69 million"

Dated this 16th day of July 2013

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. 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 Nigeria 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 payment of the dividend is approved at the meeting the warrants will be sent on 22 August 2013 to shareholders whose names appear on the register of shareholders at the close of business on 02 May 2013.

## Closure of register

The register of members was closed on 03 May 2013 to enable the registrar make necessary preparations for the payment of dividend.

## 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 should 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. We would therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

## Election of directors

In accordance with Section 259(1) of the Companies and Allied Matters Act, CAP C20 Laws of the Federation of Nigeria 2004, all directors shall retire by rotation and with the exception of Mr. John H. Maree, who voluntarily retired from the board on 7 March 2013, the other directors being eligible, offer themselves for re-election.