



Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 5th Annual General Meeting of STANBIC IBTC Holdings PLC will be held at the Lantana Hall, Eko Hotel & Suites, Adetokunbo Ademola Street, Victoria Island Lagos on Tuesday 12 September 2017 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 2016 and the Auditors' Report thereon.
2. To declare a dividend.
3. To re-elect retiring Directors and to approve the appointment of an additional Director for the Company.
4. To authorize the Directors to fix the remuneration of the Auditors for the ensuing year.

SPECIAL BUSINESS:

5. To consider and if thought fit pass the following as an ordinary resolution: "That the directors' annual fees for the year ending 31 December 2017 be and is hereby fixed at N210,000,000.00".

Dated this 10th day of August 2017

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 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 warrants or accounts of shareholders with the appropriate e-dividend mandate, will be posted/credited on Thursday 14 September 2017 to shareholders whose names appear on the register of shareholders at the close of business on Monday 03 April 2017.

Closure of Register

The Register of members was closed on Tuesday 04 April 2017.

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 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.

Scrip Dividend Issue

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.

Shareholders, who however elect to receive their dividends in cash, 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. 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.

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 04 September 2017.

Voting

Unless a Poll is called in line with the provisions of the Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria 2004, voting at the AGM shall be by show of hands.

Audit Committee

By virtue of the proviso to Section 359(4) of the Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria 2004, election of the members of the Audit Committee is to be conducted annually. Given the fact that the last election of members to the Audit Committee was conducted on Tuesday 07 March 2017 and thus within the same year, there will be no election to the Audit Committee at this Annual General Meeting.

Re-Election and Election of Directors

In accordance with the provisions of Company's Articles of Association as well as the Companies and Allied Matters Act CAP C20, Laws of the Federation of Nigeria 2004, the Directors to retire by rotation at this Annual General Meeting (AGM) are Messrs. Basil Omiyi CON, Ballama Manu and Mrs. Sola David-Borha. With the exception of Mrs. David-Borha, who will not be seeking a re-election, the other two Directors, being eligible, shall offer themselves for re-election.

The appointment of Prof. Fabian Ajogwu (SAN) as an Independent Non-Executive Director of the Company is also being tabled for Shareholders' approval.

Also in accordance with Section 256 of the Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria 2004, SPECIAL NOTICE IS HEREBY GIVEN that Mr. Basil Omiyi, who attained the age of 70 years in January 2016, will be proposed for re-election as a Director at the Meeting.

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

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