

**Access Bank Plc RC 125384**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 25<sup>th</sup> Annual General Meeting of members of **ACCESS BANK PLC** will hold at Oriental Hotel, Plot 3, Lekki-Epe Expressway, Victoria Island, Lagos on Wednesday, the 30<sup>th</sup> day of April, 2014 at 10.00 a.m. You will be asked to consider and if thought fit pass the following resolutions as ordinary resolutions.

### A. ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2013 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect Mr. Emmanuel Ndubisi Chiejina as a Non-Executive Director.
4. To re-elect Mr. Oritsedere Samuel Otubu as a Non-Executive Director.
5. To re-elect Mrs. Anthonia Olufeyikemi Ogunmefun as a Non-Executive Director.
6. To elect Dr. (Mrs) Ajoritsedere Awosika MFR who was appointed an Independent Non- Executive Director by the Board since the last Annual General Meeting.
7. To elect Mr. Paul Usoro, SAN who was appointed a Non-Executive Director by the Board since the last Annual General Meeting.
8. To re-appoint PricewaterhouseCoopers as the Auditors to the Company from the end of the Annual General Meeting until the end of next year's Annual General Meeting.
9. To authorise the Directors to fix the remuneration of the Auditors.
10. To elect/re-elect members of the Audit Committee.

### B. SPECIAL BUSINESS

**To consider and if thought fit pass the following resolutions as Ordinary Resolutions:**

11. That the Directors' fees for the financial year ending December 31, 2014 be and is hereby fixed at NGN46,500,000.00 (Forty-six million, Five hundred thousand Naira only).
12. That the Board of Directors be and is hereby authorised to establish a Medium Term Notes Programme to raise additional capital, whether by way of public offering, private placement, rights offering, book building process or other methods or combination of methods, additional capital, not exceeding the sum of USD1,000,000,000 (One Billion United States Dollars only) or its equivalent in other currencies through the issuance of convertible or non-convertible loans, medium term notes, bonds or other securities in such tranches, series or proportions, denominated in such currencies, and at such coupon or interest rates within such maturity periods and on such other terms and conditions as the Directors may deem fit or determine, subject to obtaining the approvals of relevant regulatory authorities.
13. That the Board of Directors be and are hereby authorized to take all actions that may be necessary to give effect to the foregoing resolutions.

### Proxy

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A Proxy need not also be a member. A proxy form is attached to the Notice and it is valid for the purpose of the meeting. All instruments of proxy should be duly stamped at the Stamp Duties Office and deposited at the office of the Registrars, United Securities Limited, No. 10, Amodu Ojikutu Street, Victoria Island, Lagos, not later than 48 hours prior to the time of the meeting.

Dated this 7<sup>th</sup> day of April, 2014

BY ORDER OF THE BOARD



**SUNDAY EKWOCHI**

Company Secretary  
Plot 999c, Danmole Street, Victoria Island, Lagos

### NOTES

#### Dividend

If the proposed final dividend of 35 kobo per ordinary share is approved, dividend warrants will be posted on April 30, 2014 to shareholders whose names appear in the Register of Members at the close of business on April 16, 2014, while shareholders who have mandated their dividend to their bank accounts will be credited on the date of the Annual General Meeting.

#### Closure of Register of Members

The Register of Members and Transfer Books of the Bank will be closed on April 17, 2014 to enable the Registrars prepare for the payment of dividend.

#### Audit Committee

The Audit Committee consists of 3 shareholders and 3 Directors. In accordance with S.359(5) of the Companies and Allied Matters Act, 1990, any member may nominate a shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. **The Central Bank of Nigeria in its Code of Corporate Governance for Banks stipulates that some members of the Audit Committee should be knowledgeable in internal control processes, accounting and financial matters. Consequently, a detailed resume should be submitted with each nomination.**

#### Unclaimed Dividend Warrants And Share Certificates

Some dividend warrants and share certificates have remained unclaimed or are yet to be presented for payment or returned to the Company for revalidation. Affected Shareholders are advised to contact the Registrars, United Securities Limited, No. 10, Amodu Ojikutu Street, Victoria Island, Lagos.

#### E-Dividend/Bonus

Shareholders are advised to update their records and/or open bank accounts, stock broking accounts and CSCS accounts for the purpose of dividend payments and e-bonus. Detachable application forms for change of address, e-dividend and e-bonus are attached to the Annual Report for shareholders' convenience. The forms can also be downloaded from the Bank's website, <http://www.accessbankplc.com/pages/downloadcentre.asp> or from <http://www.unitedsecuritieslimited.com/download-forms/mandate-for-e-dividend-payment-008.aspx>. The duly completed form should be returned to United Securities Limited, Plot 10, Amodu Ojikutu Street, Victoria Island Lagos, P.M.B 12753, Marina, Lagos or to the nearest Access Bank branch.

#### Biographical Details of Directors for Election or Re-election

Biographical details of directors standing for election or re-election are provided in the Annual Report.

#### Website

A copy of this Notice and other information relating to the meeting can be found at <http://www.accessbankplc.com/investors>.