

Access Bank Plc RC 125384

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of members of ACCESS BANK PLC will hold at Balmoral Convention Center, Federal Palace Hotel, 6-8, Ahmadu Bello Way, Victoria Island, Lagos on Wednesday, April 25, 2018 at 10.00 a.m. You will be asked to consider and, if thought fit, to pass the resolutions below:

ORDINARY BUSINESS

As Ordinary Resolutions:

1. To receive the Group's Audited Financial Statements for the year ended December 31, 2017 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect Dr. Ernest Ndukwe, OFR as an Independent Non-Executive Director.
4. To re-elect Mrs. Anthonia O. Ogunmefun as a Non-Executive Director.
5. To approve the appointment of Ms. Hadiza Ambursa who was appointed as an Executive Director by the Board since the last Annual General Meeting.
6. To approve the appointment of Mr. Adeolu Bajomo who was appointed as an Executive Director by the Board since the last Annual General Meeting.
7. To authorise the Directors to fix the remuneration of the Auditors.
8. To elect/re-elect members of the Audit Committee.

SPECIAL BUSINESS

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

9. That the Directors' fees for the financial year ending December 31, 2018 be and is hereby fixed at NGN 51,875,000.00 (Fifty-One Million, Eighty Hundred and Seventy-Five Thousand Naira only).
10. That the Board of Directors be and is hereby authorised to increase the size of the Bank's existing USD 1,000,000,000.00 (One Billion United States Dollars) Debt Issuance Programme to USD 1,500,000,000 (One billion, Five Hundred Million United States Dollars) through the issuance of non-convertible loans, notes, bonds and or any other instruments whether by way of a public offering, private placement, book building process, reverse call enquiry or any other method or combination of methods, in such tranches, series or proportions and at such dates, coupon or interest rates within such maturity periods and upon such terms and conditions as may be determined by the Board of Directors subject to obtaining the requisite approvals of the relevant regulatory authorities.
11. That the Board of Directors be and is hereby authorised 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/her 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 Registrar, United Securities Limited, Plot 09, Amodu Ojikutu Street, Off Saka Tinubu Street, Victoria Island, Lagos, not later than 48 hours prior to the time of the meeting.

Dated this 29th day of March 2018.

BY ORDER OF THE BOARD



SUNDAY EKWOCHI
Company Secretary
FRC/2013/NBA/0000000528

NOTES

A. Dividend

If the proposed Final Dividend of 40 Kobo per every 50 Kobo ordinary share is approved, dividend will be payable on Wednesday, April 25, 2018 to shareholders whose names appear in the Register of Members at the close of business on Thursday, April 12, 2018 (bringing the Total Dividend paid for 2017 financial year to 65 kobo per share). Shareholders who have completed the e-dividend mandate forms will receive direct credit of the dividend into their bank accounts on the date of the Annual General Meeting.

B. Closure of Register of Members

The Register of Members and Transfer Books of the Bank will be closed from Friday, April 13, 2018 to Wednesday, April 18, 2018 (both dates inclusive) to enable the Registrar prepare for the payment of dividend.

C. Statutory 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 and the Securities and Exchange Commission in their respective Codes of Corporate Governance require that at least one member of the Audit Committee should be knowledgeable in internal control processes, accounting and financial matters. Consequently, a detailed resume disclosing requisite qualification should be submitted with each nomination.

D. E-Dividend

Shareholders are kindly requested to update their records and advise the Registrar, United Securities Limited, of their updated records and relevant bank account details for payment of dividend. Detachable forms in respect of mandate for e-dividend payment, unclaimed dividend/stale warrants, and shareholder's data update are attached to the Annual Report for convenience. The aforementioned forms can also be downloaded from the Bank's website at www.accessbankplc.com or from United Securities Limited's website at <http://www.unitedsecuritieslimited.com/uploads/files/ShareholderDataUpdate.pdf>.

The duly completed forms should be returned to United Securities Limited, Plot 09, Amodu Ojikutu Street, Off Saka Tinubu Street, Victoria Island, Lagos or to any branch of Access Bank Plc

E. E-Annual Report

The electronic version of the Annual report is available at www.accessbankplc.com. Shareholders who have provided their email details to the Registrar will receive the electronic version of the Annual Report via email. Additionally, Shareholders who are interested in receiving the electronic version of the Annual Report can request via e-mail to info@unitedsecuritieslimited.com or groupcompanysecretariat@accessbankplc.com.

F. Biographical Details of Directors for Re-election/Approval

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

G. Website

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

H. Questions from Shareholders

Shareholders and other holders of the Company's securities reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Annual Report and Accounts. Please send questions, comments or observations to Company Secretariat Department, Access Bank Plc, Plot 999c, Danmole Street, Victoria Island, Lagos or by email to groupcompanysecretariat@accessbankplc.com not later than Tuesday, April 10, 2018. Questions and answers will be presented at the Annual General Meeting.

I. Pre-Registration for Attendance

Please be informed that shareholders can pre-register to attend the meeting by completing the form available at http://www.unitedsecuritieslimited.com/uploads/files/AGM_20PRE-REGISTRATION_20FORM.pdf. The pre-registration portal will open on Wednesday, April 4, 2018, and close on the Monday, April 23, 2018. Interested shareholders are advised to complete the pre-registration form and return the duly completed form to the Registrar, United Securities Limited Plot 09, Amodu Ojikutu Street, Off Saka Tinubu Street, Victoria Island, Lagos, or via e-mail at info@unitedsecuritieslimited.com.