

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting of members of **ACCESS BANK PLC** ('the Bank') will hold at Balmoral Convention Centre, Federal Palace Hotel, 6-8 Ahmadu Bello Way, Victoria Island, Lagos on Thursday, April 25, 2019 at 10.00 a.m. You will be asked to consider and, if thought fit, to pass the resolutions below:

A. ORDINARY BUSINESS

As Ordinary Resolutions:

1. To receive the Group's Audited Financial Statements for the year ended December 31, 2018 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect Dr. (Mrs.) Ajoritsedere Awosika, as an Independent Non-Executive Director.
4. To re-elect Mr. Abba Mamman Tor Habib as a Non-Executive Director.
5. To approve the appointment of Mrs. Chizoma Okoli who was appointed as an Executive Director by the Board of Directors since the last Annual General Meeting.
6. To authorise the Directors to fix the remuneration of the Auditors.
7. To elect/re-elect members of the Audit Committee.

B. SPECIAL BUSINESS

As Ordinary Resolution:

8. That the Directors' fees for the financial year ending December 31, 2019 be and is hereby fixed at **NGN 51,875,000.00 (Fifty-One Million, Eight Hundred and Seventy-Five Thousand Naira Only)**.

As Special Resolutions:

9. That Clause 3.10 of the Bank's Memorandum of Association as stated below be deleted.
'To act as executor, administrator, attorney or in any capacity recognized by the laws of any country as constituting the representation of or the title to administer all or any part of the estate of a deceased person wherever domiciled'.
10. That Clause 3.14 of the Bank's Memorandum of Association as stated below be deleted.
'To underwrite or guarantee the subscription on issue of or provide for the issue of any stocks, funds, shares, debentures, debenture stock, mortgages, bonds, or other securities and to subscribe for the same conditionally or otherwise and to act as agents for the sale and purchases of any stock, shares or securities, or for any other monetary or mercantile transaction.'
11. That clause 3.19 of the Bank's Memorandum of Association be amended to read as follows:
'To act as agents for governments and local authorities and to prepare and file returns and documents of all kinds in relation to such appointment.'
12. That Clauses 3.27 to 3.28 of the Bank's Memorandum of Association as set out below be deleted.
 - 3.27. 'To act as executor and trustee of wills, settlements and trust deeds of all kinds, and to undertake and execute trusts of all kinds whether private or public including religious or charitable trusts, and generally to carry on what is usually known as trustee and executorship business and in particular but without limiting the generality of the above, to act as judicial and custodian trustees for the holders of debentures or debenture stock and administrators of property and to act as receivers, managers, committees and liquidators'.
 - 3.28 To hold, administer, carry on as a going concern, turn to account, sell, realise, invest, dispose of and otherwise deal with all assets, business and property of which the Bank becomes trustee, executor, administrator, receiver, manager, committee or liquidator.
13. That the words '**whether by the Bank or**' be deleted from Clause 3.29 of the Bank's Memorandum of Association
 - 3.29 'To make deposits, enter into recognisances and bonds and otherwise give security for the due execution and performance whether by the Bank or by any other person, of the duties of executors, administrators, trustees, receivers, managers, committees or liquidators and generally to carry on by guarantee any indemnity business of all kinds and to effect counter-guarantees'.
14. That the words '**Banking Act 1969**' in Clause 3.38 of the Bank's Memorandum of Association and Article 73 (1) of the Bank's Articles of Association be replaced by '**Banks and Other Financial Institutions Act 1991 as amended**'.
15. That '**Lagos Stock Exchange**' in Article 2 (a) of the Bank's Articles of Association be amended to '**Nigerian Stock Exchange**'.
16. That Article 66 of the Bank's Articles of Association be amended as follows:
'That the Directors of the Bank shall not be less than 5 or more than 20 or any such minimum or maximum number as may be prescribed by law or regulation from time to time.'
17. That Article 87 (8) of the Bank's Articles of Association be amended as follows:
'If his being a Director would cause the Bank to be in contravention of the provisions of the Banks and Other Financial Institutions Act, 1991 or any other law or regulation in force for the time being.'
18. That Article 95 (3) of the Bank's Articles of Association be amended as follows:
'Notice of meetings of the Directors shall be served on every Director and Alternate Director either personally or by sending it through e-mail or by courier. Where a notice is served by courier, service shall be deemed to be effected at the expiration of 7 days from the time when the letter containing the same is posted. Where a notice is given by e-mail it shall be deemed to be effected 24 hours after the sending of the e-mail.'
19. That a new Article be inserted as Article 96 as follows:
'Any Director may validly participate in Board meetings by conference telephone or other form of communication equipment provided all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a Board quorum and entitled to vote. Such meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chairman of the meeting is seated'.
20. That Article 101 of the Bank's Articles of Association be amended as follows:
'A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of the Directors **or a decision communicated by e-mail or electronic signature by Directors** shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents to the like terms each signed by one or more Directors in the manner prescribed by this Article'

21. That Article 122 of the Bank's Articles of Association be amended as follows:

'The Statement of Financial Position shall be signed by two Directors and the Statement of Comprehensive Income and the Auditors' report shall be attached thereto. A printed or **electronic copy** of such Statement of Financial Position and Statement of Comprehensive Income together with a copy of the Auditors' report shall at least twenty-one days before the meeting at which the same are to be laid before the Members of the Bank be sent to every member of the Bank and every debenture holder of whose address the Bank is aware, and **electronic copies** of every such document shall at the same time be sent to the Nigerian Stock Exchange'.

22. That Article 124 of the Bank's Articles of Association be amended as follows:

'A notice (which expression for the purposes of these regulation shall be deemed to include, any summons, notice, process, order, judgment or any other document in relation to, or in the winding up of the Bank), may be given by the Bank to any member either personally at his registered address by courier or registered post or by e-mail or any other electronic means of communication. Provided that in the case of a member having a registered address outside Nigeria it shall be given by e-mail or any other electronic means of communication'.

23. That Article 125 of the Bank's Articles of Association be amended as follows:

'Where a notice is sent by post, it shall be sent by registered post if addressed to a member in Nigeria and by email to a member resident outside Nigeria or by **or any other electronic means of communication**. The service of such notice shall be deemed to be effected by properly addressing, prepaying and posting the letter containing the notice or by **proof of delivery via any other electronic means of communication**'.

24. That Article 130 of the Bank's Articles of Association be amended as follows:

'Subject to the provisions of the Companies and Allied Matters Act any notice given in pursuance of these regulations or any document delivered or sent by post **or e-mail** to or left at the registered address of any member shall, notwithstanding such member being deceased and whether or not the Bank has notice of his death, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these regulations be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators and all persons, if any, jointly interested with him or her in any such share.'

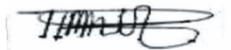
25. That the Bank's Memorandum and Articles of Association be renumbered accordingly following the amendments proposed in the foregoing resolutions.

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, 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 31st day of March 2019

BY ORDER OF THE BOARD



SUNDAY EKWOCHI
COMPANY SECRETARY
FRC/2013/NBA/00000005528

NOTES

Dividend

If the proposed Final Dividend of 25 Kobo per every 50 Kobo ordinary share is approved, dividend will be payable on April 25, 2019 to shareholders whose names appear in the Register of Members at the close of business on April 11, 2019 (bringing the Total Dividend paid for 2018 financial year to 50 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.

Closure of Register of Members

The Register of Members and Transfer Books of the Bank will be closed on April 11, 2019 to enable the Registrar prepare for the payment of dividend.

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 for Banks 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.

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 www.unitedsecuritieslimited.com.

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-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 may request via e-mail to info@unitedsecuritieslimited.com or groupcompanysecretariat@accessbankplc.com.

Biographical Details of Directors for Re-election/Approval

Biographical details of Directors submitted for re-election or approval are contained 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>.

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 e-mail to groupcompanysecretariat@accessbankplc.com not later than April 19, 2019. Questions and answers will be presented at the Annual General Meeting.

Pre-Registration of Attendance

Please be informed that shareholders can pre-register to attend the meeting by completing the form available at www.unitedsecuritieslimited.com. The pre-registration portal will open on April 14, 2019 and close on April 23, 2019. 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.