

**ACCESS BANK PLC** RC 125384

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 32<sup>nd</sup> Annual General Meeting of members of **ACCESS BANK PLC ('the Bank' or 'the Company')** will hold at the Bank's Head Office, 14th Floor, Plot 14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos on Friday, April 30, 2021 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, 2020 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect **Mr. Paul Usoro, SAN** as a Non-Executive Director.
4. To elect **Mr. Hassan Musa Tanimu Usman** who was appointed as an Independent Non- Executive Director by the Board of Directors since the last Annual General Meeting.
5. To elect **Mrs. Omosalewa Fajobi** who was appointed as a Non- Executive Director by the Board of Directors since the last Annual General Meeting.
6. To approve the appointment of **Mr. Oluseyi Kumapayi** who was appointed as an Executive Director by the Board of Directors since the last Annual General Meeting.
7. Disclosure of the remuneration of Managers of the Bank.
8. To authorise the Directors to fix the remuneration of the Auditors.
9. To elect/re-elect members of the Audit Committee.

### **B. SPECIAL BUSINESS**

#### **As Ordinary Resolution:**

10. That the Directors' fees for the financial year ending December 31, 2021 be and is hereby fixed at **NGN 58, 125,000.00 (Fifty-Eight Million, One Hundred and Twenty-Five Thousand Naira Only).**

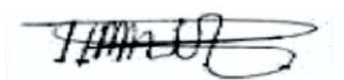
### **PROXY**

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, Coronation Registrars 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.

In the case of Joint Shareholders, the signature of any one of them will suffice, but the names of all the Joint Shareholders must be stated. If the shareholder is a corporation, the proxy form must be under the Common Seal or under the hand of the same officer or attorney duly authorised by the Corporation to act on its behalf.

Dated this 6th day of April 2021.

**BY ORDER OF THE BOARD**



**SUNDAY EKWOCHI**  
**COMPANY SECRETARY**  
FRC/2013/NBA/00000005528

## NOTES

### 1. Attendance by Proxy

In view of the COVID-19 pandemic, attendance at the Annual General Meeting ("AGM") shall only be by proxy. A shareholder of the Company entitled to attend and vote at the AGM is advised to select from the under-listed proposed proxies, to attend and vote in his stead:

- i. Dr. (Mrs.) Ajoritsedere Awosika, MFR
- ii. Dr. Herbert Wigwe, FCA
- iii. Mr. Paul Usoro, SAN
- iv. Mrs. Ifeyinwa Osime
- v. Sir. Sunday Nwosu
- vi. Mr. Gbenga Idowu
- vii. Mr. Eric Akinduro
- viii. Mr. Boniface Okezie
- ix. Mrs. Bisi Bakare
- x. Dr. Faruk Umar
- xi. Alhaji Kabiru Tambari

### 2. Stamping of Proxy

The Company has made arrangements, at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

### 3. Live Streaming of the AGM

The AGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at [www.accessbankplc.com](http://www.accessbankplc.com).

### 4. Compliance with COVID-19 Related Directives and Guidelines

The Federal Government of Nigeria, State Governments, Health Authorities and Regulatory Agencies have issued a number of guidelines and directives aimed at curbing the spread of COVID-19 in Nigeria. Particularly, the Federal Government prohibited the gathering of more than 50 people, while the Corporate Affairs Commission (CAC) issued Guidelines on Holding AGM of Public Companies by Proxy. The convening and conduct of the AGM shall be done in compliance with these directives and guidelines.

### 5. Dividend

If the proposed Final Dividend of 55 Kobo per every 50 Kobo ordinary share is approved, dividend will be payable on April 30, 2021 to shareholders whose names appear in the Register of Members at the close of business on April 15, 2021 (bringing the Total Dividend paid for 2020 financial year to 80 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.

### 6. Closure of Register of Members

The Register of Members and Transfer Books of the Bank will be closed on April 16, 2021 to enable the Registrar prepare for the payment of dividend.

### 7. Statutory Audit Committee

The Audit Committee consists of 3 shareholders and 2 directors. In accordance with Section 404 of the Companies and Allied Matters Act, 2020, 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.

### 8. E-Dividend

Shareholders are kindly requested to update their records and advise the Registrar, **Coronation Registrars 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](http://www.accessbankplc.com) or from **Coronation Registrars Limited's website at [www.coronationregistrars.com](http://www.coronationregistrars.com)**.

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

### 9. E-Annual Report

The electronic version of the Annual report will be available at [www.accessbankplc.com](http://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@coronationregistrars.com](mailto:info@coronationregistrars.com) or [groupcompanysecretariat@accessbankplc.com](mailto:groupcompanysecretariat@accessbankplc.com).

### 10. Biographical Details of Directors for Re-election/Approval

Biographical details of Directors submitted for re-election or approval are contained in the Annual Report.

### 11. Website

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

### 12. 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, 14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos or by e-mail to [groupcompanysecretariat@accessbankplc.com](mailto:groupcompanysecretariat@accessbankplc.com) not later than April 26, 2021. Questions and answers will be presented at the Annual General Meeting.