

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Access Bank PLC ("the Bank") will hold at Balmoral Convention Centre, Federal Palace Hotel, 6 – 8 Ahmadu Bello Way, Victoria Island, Lagos on Friday, February 1, 2019 at 10.00 a.m. You will be asked to consider and, if thought fit, to pass the following resolutions.

A. SPECIAL BUSINESS/ORDINARY RESOLUTION

1. That the Bank's Authorised Share Capital be and is hereby increased from NGN20,000,000,000.00 (Twenty Billion Naira) made up of 38,000,000,000 (Thirty - Eight Billion) Ordinary shares of 50 (Fifty) Kobo each and 2,000,000,000 (Two Billion) Preference shares of 50 (Fifty) Kobo each to NGN35,000,000,000.00 (Thirty - Five Billion Naira) by the creation of 30,000,000,000 (Thirty Billion) Ordinary shares of 50 (Fifty) Kobo each.
2. That the Directors be and are hereby authorised to raise additional equity capital of up to a maximum of NGN75,000,000,000.00 (Seventy-Five Billion Naira) by way of a Rights Issue in the ratio, on such terms and conditions and on such dates as may be determined by the Directors, subject to obtaining the approvals of the relevant regulatory authorities.
3. That the Rights Issue referred to in Resolution 2 above may be underwritten on such terms as may be determined by the Directors, subject to obtaining the approvals of the relevant regulatory authorities.
4. That the shareholders, pursuant to Resolution 3 above, hereby waive their pre-emptive rights to any unsubscribed shares under the Rights Issue in the event of an under-subscription.
5. That pursuant to the Memorandum of Agreement executed between Access Bank PLC and Diamond Bank PLC on the merger of the two entities, if the Rights Issue contemplated in Resolution 2 is undertaken prior to the Implementation Date of the merger, the Directors of Access Bank be and are hereby authorized by way of a Placing and subject to obtaining all requisite regulatory approvals, to offer to Diamond Bank shareholders shares in Access Bank to be purchased after the Implementation Date on the same term as the Rights Issue and in the same proportion that they would be entitled to as if they had already become shareholders of Access Bank.
6. That the Directors be and are hereby authorised to appoint such professional parties and advisers and to perform all such other acts and do all such other things as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority.

B. SPECIAL BUSINESS/SPECIAL RESOLUTION

7. That the Bank's Memorandum and Articles of Association be and are hereby amended by deleting the words **'The Authorised Share Capital of the Bank is NGN20,000,000,000.00 (Twenty Billion Naira) divided into 38,000,000,000 (Thirty-Eight Billion) Ordinary shares of 50 (Fifty) Kobo each and 2,000,000,000 (Two Billion) Preference shares of 50 (Fifty) Kobo each'** from Clause 6 of the Memorandum of Association and Article 7 of the Articles of Association and substituting thereof the following:

'The Authorised Share Capital of the Bank is NGN35,000,000,000.00 (Thirty-Five Billion Naira) divided into 68,000,000,000 (Sixty-Eight Billion) Ordinary shares of 50 (Fifty) Kobo each and 2,000,000,000 (Two Billion) Preference shares of 50 (Fifty) Kobo each'.
8. That the Bank's Memorandum of Association be and is hereby amended by the addition of sub-clause 14 to Clause 6 which shall read as follows:

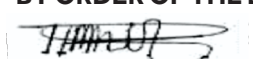
'By a Special Resolution dated 1st day of February, 2019, the Authorised Share Capital of the Bank was increased from NGN20,000,000,000.00 (Twenty Billion Naira) to N35,000,000,000.00 (Thirty-Five Billion Naira) by the creation of 30,000,000,000 (Thirty Billion) Ordinary Shares of 50 (Fifty) Kobo each ranking pari-passu with the Bank's existing Ordinary shares.

NOTES

1. **Proxy**
A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a Proxy in his/her stead. A Proxy need not be a member of Access Bank PLC. To be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, United Securities Limited, Plot 09, Amodu Ojikutu Street, Victoria Island, Lagos not later than 48 hours prior to the time of the meeting.
2. **Closure of Register of Members**
The Register of members and Transfer Books will be closed on, January 14, 2019, to enable the Registrar prepare the Register of Shareholders for the meeting
3. **Website**
A copy of this Notice and other information relating to the meeting can be found at <https://www.accessbankplc.com/investors>.
4. **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 Notice. 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 **January 20, 2019**. Questions and answers will be presented at the Extraordinary General Meeting.

Dated this 18th Day of December, 2018

BY ORDER OF THE BOARD



SUNDAY EKWOCHI
Company Secretary
FRC/2013/NBA/00000005528
Plot 999c Danmole Street
Victoria Island
Lagos

