

Access Bank Plc RC 125384

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of members of ACCESS BANK PLC will hold at Balmoral Hall, Federal Palace Hotel, 6-8, Ahmadu Bello Way, Victoria Island, Lagos on Wednesday, March 29, 2017, 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, 2016 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect Mrs. Mosun Belo-Olusoga, FCA as a Non-Executive Director.
4. To re-elect Mr. Paul Usoro, SAN as a Non-Executive Director.
5. To elect Mr. Adeniyi Adedokun Adekoya who was appointed as an Independent Non-Executive Director by the Board since the last Annual General Meeting.
6. To elect Mr. Iboroma Tamunoemi Akpana who was appointed as an Independent Non-Executive Director by the Board since the last Annual General Meeting.
7. To elect Dr. Gregory Ovie Jobome who was appointed as an Executive Director by the Board since the last Annual General Meeting.
8. To authorise the Directors to fix the remuneration of the Auditors.
9. To elect/re-elect members of the Audit Committee.

SPECIAL BUSINESS

As an Ordinary Resolution:

10. That the Directors' fees for the financial year ending December 31, 2017 be and is hereby fixed at NGN58,125,000.00 (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, United Securities Limited, Plot 009, Amodu Ojikutu Street, Victoria Island, Lagos, not later than 48 hours prior to the time of the meeting.

Dated this 6th day of March, 2017.

BY ORDER OF THE BOARD



SUNDAY EKWOCHI
Company Secretary
FRC/2013/NBA/00000005528

NOTES

A. Dividend

If the proposed final dividend of 40 kobo per ordinary share is approved, dividend warrants will be posted on March 29, 2017 to shareholders whose names appear in the Register of Members at the close of business on March 13, 2017, while shareholders who have mandated their dividend to their bank accounts will be credited 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 on March 14, 2017 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. 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 Registrar, United Securities Limited, Plot 009, Amodu Ojikutu Street, off Bishop Oluwole Street, Victoria Island, Lagos.

E. E-Dividend/Bonus

Following the resolution reached at the Capital Market Committee Meeting held on August 9, 2016, the Securities and Exchange Commission has directed all Capital Market Registrars to discontinue the issuance of dividend warrants to investors after July 31, 2017.

In view of this directive, shareholders are advised to complete the e-dividend mandate forms with the Registrar or their bankers as dividend not claimed after July 31, 2017 will only be paid electronically to shareholders bank account details as directed by the Securities and Exchange Commission.

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> or from the Registrar's website <http://www.unitedsecuritieslimited.com>. The duly completed form should be scanned to info@unitedsecuritieslimited.com or delivered to United Securities Limited, Plot 009, Amodu Ojikutu Street, off Bishop Oluwole Street, Victoria Island Lagos, P.M.B 12753, Marina, Lagos or to the nearest Access Bank branch.

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

Biographical details of directors standing for election or re-election 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 March 14, 2017. 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 March 14, 2017 and close on the March 26, 2017. Interested shareholders are advised to complete the pre-registration form and return the duly completed form to the Registrar at United Securities Limited Plot 009, Amodu Ojikutu Street, Off Bishop Oluwole Street Victoria Island, Lagos, or via e-mail at info@unitedsecuritieslimited.com.