

ACCESS BANK PLC RC 125384 NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of members of **ACCESS BANK PLC** will hold at Oriental Hotel, Lekki, Lagos / Epe - Expressway, Lagos on Thursday, April 25, 2013 at 10:00 a.m to consider and if thought fit pass the following as ordinary resolutions:

A. ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2012 and the Reports of the Directors, Auditors and Audit Committee thereon;
2. To declare a final dividend;
3. To re-elect Mr. Gbenga Oyebode MFR as a Non-Executive Director;
4. To re-elect Dr. Mahmoud Isa-Dutse as a Non-Executive Director;
5. To re-elect Mrs. Mosun Belo-Olusoga as a Non-Executive Director;
6. To elect Dr. Ernest Chukwuka-Anene Ndukwe, who was appointed an Independent Non-Executive Director by the Board since the last Annual General Meeting;
7. To appoint Messrs PriceWaterhouseCoopers as the Auditors to the Company; in place of the retiring Auditors, KPMG Professional services;
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

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

10. That the Directors' fees for the financial year ending December 31, 2013 be and is hereby fixed at N41,500,000.00 (forty one million five hundred thousand Naira only).
11. That subject to required regulatory approvals, the Directors be and are hereby authorized to distribute to members of the Bank, the Bank's equity interest in the Issued Share Capital of Wapic Insurance Plc ('WAPIC shares') to ensure compliance with the Central Bank of Nigeria Regulation 3, 2010 on the Scope of Banking Activities and Ancillary Matters.
12. That the Directors be and are hereby authorized to appoint professional advisers and take such steps as may be required to give effect to the transaction referred to in Resolutions 11 above upon such terms and conditions as the Directors may approve.

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 Registrars, United Securities Limited, No. 10, Amodu Ojikutu Street, Victoria Island, Lagos, not later than 48 hours prior to the time of the meeting.

Dated this 2nd day of April 2013.

BY ORDER OF THE BOARD



SUNDAY EKWOCHI
Company Secretary
Plot 999c, Danmole Street
Victoria Island
Lagos

NOTES

Dividend

If the dividend recommended by the Directors is declared, it will be payable on April 25, 2013 to shareholders whose names appear on the Register of Members as at April 16, 2013. Shareholders who have completed the e-dividend mandate form will receive a direct credit of their dividend into their bank accounts immediately after the Annual General Meeting. Shareholders who have not signed on to the e-dividend payment option are advised to complete the e-dividend mandate form available on the Bank's website at <http://www.accessbankplc.com/pages/downloadcentre.asp> or from <http://www.unitedsecuritieslimited.com/download-forms/mandate-for-e-dividend-payment-008.aspx>. The duly completed form should be returned to United Securities Limited, Plot 10, Amodu Ojikutu Street, Victoria Island Lagos, P.M.B 12753, Marina, Lagos or to the nearest Access Bank branch.

Closure of Register of Members

The Register of Members and Transfer Books of the Bank will be closed on April 17, 2013 to enable the Registrar prepare for the payment of dividend.

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, 2004, 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.

Biographical Details of Directors for Election or Re-election

Biographical details of directors standing for election or re-election are provided 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>