

Access Bank Plc RC 125384

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting of members of ACCESS BANK PLC will hold at Lagoon Restaurant, Ozumba Mbadiwe Avenue, Victoria Island, Lagos on Thursday, May 7, 2015, at 10.00 a.m. You will be asked to consider and if thought fit pass the resolutions below:

ORDINARY BUSINESS

As Ordinary Resolutions:

1. To receive the Bank's Audited Financial Statements for the year ended December 31, 2014 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect Dr. Mahmoud Isa-Dutse as a Non-Executive Director.
4. To re-elect Mrs Mosun Belo-Olusoga as a Non-Executive director.
5. To re-elect Dr. Ernest Ndukwe as an Independent Non-Executive Director.
6. To re-appoint PricewaterhouseCoopers as the Auditors to the Company from the end of the Annual General Meeting until the end of next year's Annual General Meeting.
7. To authorise the Directors to fix the remuneration of the Auditors.
8. To elect/re-elect members of the Audit Committee.

SPECIAL BUSINESS

To consider and if thought fit pass the following resolution as an Ordinary Resolution:

1. That the Directors' fees for the financial year ending December 31, 2015 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 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 15th day of April 2015.

BY ORDER OF THE BOARD



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

NOTES

A. Dividend

If the proposed Final dividend of 35 kobo per ordinary share is approved, dividend warrants will be posted on Thursday, May 7, 2015 to shareholders whose names appear in the Register of Members at the close of business on April 23rd 2015, while shareholders who have mandated their dividend to their Bank accounts will be credited on 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 April 24th 2015 to enable the Registrars prepare for the payment of dividend.

C. 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 of candidate 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 Registrars, United Securities Limited, No. 10, Amodu Ojikutu Street, Victoria Island, Lagos.

E. E-Dividend/Bonus

Shareholders are advised to update their records and/or open bank accounts, stock broking accounts and CSCS accounts for the purpose of dividend payments and e-bonus. 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 Registrars website <http://www.unitedsecuritieslimited.com>.**

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.

F. Biographical Details of Directors for Re-election

Biographical details of directors standing for re-election are contained 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>.

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 **www.accessbankplc.com**

 **www.facebook.com/myaccess**

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