

Access Bank Plc RC 125384

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of members of ACCESS BANK PLC will hold at Lagoon Restaurant, Plot 1C, Ozumba Mbadiwe Avenue, Victoria Island, Lagos on Wednesday, April 27, 2016, at 10.00 a.m. You will be asked to consider and, if thought fit, to pass the following resolutions:

ORDINARY BUSINESS

As Ordinary Resolutions:

1. To receive the Group's Audited Financial Statements for the year ended December 31, 2015 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect Mr. Emmanuel Chiejina as a Non-Executive Director.
4. To re-elect Mrs. Anthonia Kemi Ogunmefun as a Non-Executive Director.
5. To re-elect Dr. (Mrs.) Ajoritsedere Awosika as an Independent Non-Executive Director.
6. To elect Mr Abba Mamman Tor Habib as Non-Executive Director following his appointment by the Board since the last Annual General Meeting.
7. To authorise the Directors to fix the remuneration of the Auditors.
8. To elect/re-elect members of the Statutory Audit Committee.

SPECIAL BUSINESS

As Ordinary Resolutions:

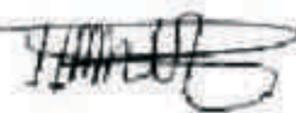
9. That the Directors' fees for the financial year ending December 31, 2016 be and is hereby fixed at NGN 58,125,000.00 (fifty eight million one hundred and twenty five thousand Naira only).
10. That the Board of Directors be and is hereby authorised to raise additional debt capital of up to NGN100,000,000.000 (One hundred Billion Naira) through the issuance of non-convertible loans, notes, bonds and or any other instruments either as a stand-alone issue or by the establishment of a Debt Issuance Programme whether by way of a public offering, private placement, book building process, reverse call enquiry or any other method or combination of methods, in such tranches, series or proportions and at such dates, coupon or interest rates within such maturity periods and upon such terms and conditions as may be determined by the Board of Directors subject to obtaining the requisite approvals of the relevant regulatory authorities.
11. That the Board of Directors be and is hereby authorised to take all actions that may be necessary to give effect to the foregoing resolutions.

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 09, Amodu Ojikutu Street, Victoria Island, Lagos, not later than 48 hours prior to the time of the meeting.

Dated this 16th day of March 2016.

BY ORDER OF THE BOARD



SUNDAY EKWOCHI
Company Secretary
FRC/2013/NBA/0000000528

NOTES

A. Dividend

If the proposed final dividend of 30 kobo per ordinary share is approved, dividend warrants will be posted on Wednesday, April 27, 2016 to shareholders whose names appear in the Register of Members at the close of business on April 12, 2016, 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 company will be closed on April 13, 2016 to enable the Registrars prepare for the payment of dividend.

C. Statutory Audit Committee

The Statutory 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 Statutory 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 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 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, Plot 09, 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 09 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/Election

Biographical details of directors standing for election or re-election are provided in the Annual Report.

G. 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 April 20, 2016.

H. Website

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

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 18th April and close on the 25th of April 2016. Interested shareholders are advised to complete the pre-registration form and return the duly completed form to the Registrar at United Securities Limited 9, Amodu Ojikutu Street, Off Bishop Oluwole Street Victoria Island, Lagos, or via e-mail at info@unitedsecuritieslimited.com.