

**IN THE FEDERAL HIGH COURT OF NIGERIA
IN THE LAGOS JUDICIAL DIVISION HOLDEN AT LAGOS**

SUIT NO. FHC/L/CS/90/2019

IN THE MATTER OF

THE INVESTMENTS AND SECURITIES ACT NO. 29 2007 AND THE COMPANIES AND ALLIED MATTERS ACT 2004

AND

IN THE MATTER OF AN APPLICATION UNDER PART XII OF THE INVESTMENTS AND SECURITIES ACT

AND

IN RE:

ACCESS BANK PLC (RC 125384)

1ST APPLICANT

DIAMOND BANK PLC (RC 161996)

2ND APPLICANT

MEETING OF THE HOLDERS OF THE FULLY PAID ORDINARY SHARES OF ACCESS BANK PLC

Notice Is Hereby Given that by an Order of the Federal High Court, sitting at Lagos (hereinafter called the **Court**) dated the 24th day of January, 2019 made under the hand of the Honourable Justice O. O. Oguntinyinbo in the above matter, the Court has directed that a meeting of the holders of the fully paid up ordinary shares of Access Bank Plc (hereinafter called the **Company**) be convened and held for the purpose of considering and if thought fit, approving (with or without modification) a Scheme of Merger between the Company and Diamond Bank Plc (the **Scheme**) and matters connected therewith. The Scheme is explained in detail in the Explanatory Statement on Pages **14 to 23** of the Scheme Document.

The Meeting will be held at Balmoral Convention Centre, Federal Palace Hotel, 6/8 Ahmadu Bello Way, Victoria Island, Lagos on the **5th day of March, 2019** at 10:00 am, or so soon thereafter, at which place and time all the aforesaid shareholders are requested to attend. A copy of the Scheme Document is being sent to shareholders.

At the meeting, the following resolutions will be proposed and if thought fit passed as special resolutions of the Company:

1. *"That the Scheme as contained in the Scheme Document dated the 24th, day of January, 2019, a printed copy of which has been submitted to the meeting and, for purposes of identification, endorsed by the Chairman, be and is hereby approved; and that the Directors be and are hereby authorised to consent to any modification of the Scheme that the Securities and Exchange Commission (**SEC**), Central Bank of Nigeria (**CBN**) and or the Court shall deem fit to impose and approve."*
2. *"That the Directors be and are hereby authorised to accept the transfer of all the assets, liabilities and undertakings including real properties and intellectual property rights of Diamond Bank Plc upon the terms and subject to the conditions set out in the Scheme Document, without any further act or deed."*
3. *"That as consideration for the transfer of all the assets, liabilities and undertakings including real properties and intellectual property rights of Diamond Bank Plc, the Directors be and are hereby authorised to"*
 - *allot the Scheme Shares to Diamond Bank Shareholders upon the terms and subject to the conditions set out in the Scheme Document, without any further act or deed."*
 - *pay the sum of N1.00 (One Naira) per share for each issued and paid-up Diamond Bank ordinary share held at the date of the Court-Ordered Meeting*
4. *"That the Solicitors of the Company be and are hereby directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such other incidental, consequential or supplemental orders as are necessary or required to give full effect to the Scheme."*

5. "That the Directors be and are hereby authorised to take such actions as may be necessary to give effect to the Scheme including but not limited to the listing of the Scheme Shares on the Nigerian Stock Exchange."

By the said Order, the Court has appointed the Chairman of the Board of Directors, Mrs. Mosun Belo - Olusoga, or failing her, Dr. (Mrs) Ajoritsedere Awosika a director of the Company or failing them both, any other director appointed in their stead by the shareholders present at the meeting to act as Chairman of the said meeting and has directed the Chairman of the meeting to report the results thereof to the Court.

Voting at the meeting will be by poll. Shareholders may vote in person or they may appoint another person, whether a shareholder or not to attend and vote in their stead.

In addition to the questions that Shareholders can ask at the Meeting, the Shareholders may submit questions on the Scheme to the Company prior to the date of the Meeting. All such questions must be submitted to the Company Secretary on or before 5pm on Monday March 4, 2019.

A proxy form is being sent to each shareholder. In the case of joint shareholders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names appear on the register of members of the Company.

It is requested that duly executed and stamped proxy forms (together with any power of attorney or other authority under which the proxy form is signed, or a notarized copy of such power of attorney or other authority) be lodged at the office of the Registrar, as shown on the proxy form, not less than 24 hours before the time appointed for the meeting.

Please note that the lodging of a proxy form does not prevent you from attending the meeting and voting in person should you so wish. However, in such instances, your proxy will not be entitled to attend the meeting or vote thereat.

A member entitled to attend and vote at the meeting or any adjournment thereof who has not received a copy of the Scheme Document within 14 days of the date of this notice can obtain copy of same from the Registrar of Access Bank Plc, United Securities Limited, Plot 09, Ahmadu Ojikutu Street, Victoria Island, Lagos.

Closure of Register of Members

The Register of Members will be closed on Tuesday 19th Day of February 2019 for the purpose of determining shareholders qualified to attend and vote at the meeting. Accordingly, changes to - and entries in - the Register of Members of the Company after that date shall be disregarded for purposes of the meeting.

The Scheme will be subject to the subsequent approval of the Securities and Exchange Commission, the Central Bank of Nigeria and the sanction of the Federal High Court.

Dated this 24th Day of January, 2019

Banwo & Ighodalo
98, Awolowo Road
South-West Ikoyi
Lagos

Aluko & Oyebode
1, Murtala Muhammed Drive
Ikoyi
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Joint Solicitors to Access Bank Plc

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