

PROXY FORM

FIRST ANNUAL GENERAL MEETING OF ACCESS HOLDINGS PLC ('the Meeting') to be held at the Balmoral Convention Centre, Federal Palace Hotel, 6 – 8, Ahmadu Bello Way, Victoria Island, Lagos on May 24, 2023 at 10.00 a.m.

"I/WE

OF _____

(Name of Shareholder in block letters)

Dated thisday of 2023

Being a member/(s) of the above named Company hereby appoint **Dr. Herbert Wigwe** or failing him, **Mr. Bababode Osunkoya** as my/our proxy to vote for me/us and on my/our behalf at the Meeting of the Company to be held May 24, 2023 and at any adjournment thereof. Unless otherwise instructed, the Proxy will vote or abstain from voting as he/she thinks fit.

Shareholder's Signature

A. ORDINARY BUSINESS/ ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
1.	To receive the Company's Audited Financial Statements for the year ended December 31, 2022 and the Reports of the Directors, Auditors and Audit Committee thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To elect Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i.	Mr. Bababode Osunkoya is being proposed for election as an Independent Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ii.	Mrs. Fatimah Bello-Ismael is being proposed for election as an Independent Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
iii.	Mr. Abubakar Jimoh is being proposed for election as an Independent Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
iv.	Mrs. Ojinika Olaghere is being proposed for election as a Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
v.	Mr. Olusegun Ogbonnewo is being proposed for election as a Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
vi.	Mr. Roosevelt Ogbonna is being proposed for election as a Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
vii.	Mr. Oluseyi Kumapayi is being proposed for election as a Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
viii.	Dr. Herbert Wigwe is being proposed for election as a Director, and Group Chief Executive of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ix.	Ms. Bolaji Agbede is being proposed for election as an Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
x.	Mr. Olanrewaju Bamisebi is being proposed for election as an Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To appoint KPMG as the Auditors to the Company in place of the retiring Auditors, PricewaterhouseCoopers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To authorise the Directors to fix the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To disclose the remuneration of the managers of the Company in line with the provisions of the Companies & Allied Matters Act, 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To elect members of the Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B. SPECIAL BUSINESS/SPECIAL RESOLUTION		FOR	AGAINST	ABSTAIN
8.	That the Company's Memorandum and Articles of Association be and are hereby amended as set out at https://theaccesscorporation.com/investor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C. SPECIAL BUSINESS/ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
9.	That in compliance with the Rule of the Nigerian Exchange Limited governing transactions with Related Parties or Interested Persons, the Company, and its related entities ("The Group") be and are hereby granted a General Mandate in respect of all recurrent transactions entered with a related party or interested person provided such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day operations. This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	That the Directors' fees for the financial year ending December 31, 2023 and for succeeding years until reviewed by the Annual General Meeting be and is hereby fixed at NGN 33,125,000.00 (Thirty-Three Million, One Hundred and Twenty-Five Thousand Naira only).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	That pursuant to (a) the establishment of the Employees Performance Share Plan by a Special Resolution of the shareholders of Access Bank Plc (the "Bank") passed at the Bank's 22nd Annual General Meeting held on 28th Day of April 2011, and (b) the restructuring of the shareholding of the Bank through a Scheme of Arrangement (the "Scheme") which resulted in the shareholders of the Bank being migrated to Access Holdings Plc, the Directors be and are hereby authorised to migrate the Employees Performance Share Plan of the Bank to Access Holdings Plc such that the Employees Performance Share Plan shall for all intents and purposes be applicable to eligible employees of Access Holdings Plc, the Bank together with any or all of their direct subsidiaries as the Directors may determine on such terms and conditions or modifications thereto as the Directors may from time to time consider appropriate.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	That the Directors be and are hereby authorized to perform all acts and to do all such other things as may be necessary for or incidental to giving effect to the above resolutions including but not limited to seeking any regulatory approval and complying with any regulatory directive.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Important Notes

A member entitled to attend and vote at the 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, Coronation Registrars Limited, Plot 09, Amodu Ojikutu Street, off Saka Tinubu Street, Victoria Island, Lagos, not later than 48 hours prior to the time of the Meeting.

In the case of Joint Shareholders, the signature of any one of them will suffice, but the names of all the Joint Shareholders must be stated.

If the shareholder is a corporation, the proxy form must be under the Common Seal or under the hand of the same officer or attorney duly authorised by the Company to act on its behalf.

**Signature
of the Person Attending**

Please indicate with an 'X' in the appropriate box how you may wish your votes to be cast on the resolutions set above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.