

May 24, 2023

Lagos, Nigeria

RESOLUTIONS PASSED AT THE FIRST ANNUAL GENERAL MEETING OF ACCESS HOLDINGS PLC

At the first Annual General Meeting of Access Holdings Plc held at the Balmoral Convention Centre, Federal Palace Hotel, 6-8, Ahmadu Bello Way, Victoria Island, Lagos on May 24, 2023 at 10.00a.m, the following resolutions were proposed and duly passed :

A. ORDINARY BUSINESS/ORDINARY RESOLUTIONS

1. That the Company's Audited Financial Statements for the year ended December 31, 2022, and the Reports of the Directors, Auditors and Audit Committee thereon be and are hereby approved.
2. That a final dividend of N1.30 kobo per ordinary share of 50 kobo each for the year ended December 31, 2022 be declared and paid to all shareholders whose names appeared on the Register of Members of the Company at the close of business on May 9, 2023, subject to the deduction of appropriate withholding tax.
3. That Mr. Bababode Osunkoya offering himself for election, be and is hereby elected an Independent Non-Executive Director.
4. That Mrs. Fatimah Bello-Ismail offering herself for election, be and is hereby elected an Independent Non-Executive Director.
5. That Mr. Abubakar Jimoh offering himself for election, be and is hereby elected an Independent Non-Executive Director.
6. That Mrs. Ojinika Olaghere offering herself for election, be and is hereby elected a Non-Executive Director.
7. That Mr. Olusegun Ogbonnewo offering himself for election, be and is hereby elected a Non-Executive Director.

Access Holdings Plc RC: 1755118
TIN: 23816481-0001

Board of Directors
Chairman: B Osunkoya
Group Chief Executive Officer: H Wigwe
Executive Directors: B Agbade, L Bamisebi
Independent Non-Executive Directors:
A Jimoh, F Bello-Ismail
Non-Executive Directors: O Olaghere,
O Ogbonnewo, R Ogbonna, O Kumapayi

8. That Mr. Roosevelt Ogbonna offering himself for election, be and is hereby elected a Non-Executive Director.
9. That Mr. Oluseyi Kumapayi offering himself for election, be and is hereby elected a Non-Executive Director.
10. That Dr. Herbert Wigwe offering himself for election, be and is hereby elected the Group Chief Executive.
11. That Ms. Bolaji Agbede offering herself for election, be and is hereby elected an Executive Director.
12. That Mr. Olanrewaju Bamisebi offering himself for election, be and is hereby elected an Executive Director.
13. That Messrs KPMG be appointed as the Auditors of the Company in place of the retiring Auditors, Messrs PricewaterhouseCoopers, effective January 1, 2023.
14. That the remuneration of the Auditors be fixed at a fee to be agreed by the Board of Directors.
15. That the remuneration of the Managers of the Company, as disclosed in the Annual Report and Accounts, be and is hereby noted by the meeting.
16. That the Audit Committee be composed of the under listed 3 shareholder representatives and 2 Board representatives in line with the requirements of section 404 of the Companies and Allied Matters Act 2020:

S/N	Audit Committee Member	Designation
1	Mr. Henry Omatsola Aragho, FCA	Shareholder representative
2	Mr. Idaere Gogo Ogan	Shareholder representative
3	Mr. Akindede Gbogboade, FCA	Shareholder representative
4	Mr. Abubakar Jimoh, CFA	Board representative
5	Mrs Ojinika Olaghere, FCA	Board representative

B. SPECIAL BUSINESS/SPECIAL RESOLUTION

17. That, following the recommendation of the Board, the Company's Memorandum and Articles of Association be and are hereby amended as set out at <https://www.theaccesscorporation.com/investor> .

C. SPECIAL BUSINESS/ORDINARY RESOLUTIONS

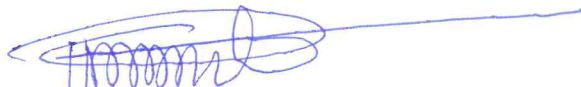
18. That the Company and its related entities ('the Group') be and are hereby granted a General Mandate in respect of all recurrent transactions entered with a related party or interested person, provided such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day 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.

19. 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 NGN33,125,000.00 (Thirty-Three Million, One Hundred and Twenty-Five Thousand Naira only).

20. 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.

21. 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.



SUNDAY EKWOCHI
COMPANY SECRETARY