

**NOTICE OF COURT-ORDERED MEETING  
ACCESS BANK PLC**

**IN THE FEDERAL HIGH COURT  
HOLDEN AT LAGOS, NIGERIA**

**SUIT NO. FHC/L/CS/1667/2021**

**IN THE MATTER OF  
THE COMPANIES & ALLIED MATTERS ACT, 2020  
AND  
IN THE MATTER OF AN APPLICATION UNDER SECTION 715 THEREOF  
AND**

**IN RE:**

- 1. ACCESS BANK PLC (RC. NO. 125384); AND**
- 2. HOLDERS OF ITS FULLY PAID ORDINARY SHARES**

**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 (hereinafter referred to as the "**Court**") dated Friday, November 19, 2021 made in the above matter, the Court has directed that a meeting (the "**Court-Ordered Meeting**" or "**Meeting**") of the holders of the fully paid ordinary shares of Access Bank Plc (the "**Bank**") be convened for the purpose of considering and if thought fit, approving, with or without modification, a Scheme of Arrangement (the "**Scheme**") pursuant to Section 715 of the Companies and Allied Matters Act, 2020 ('the Act') between the Bank and the holders of the fully paid ordinary shares of 50 kobo each in the Bank ("the Holders").

The Meeting will be held on Thursday, December 16, 2021 at the Bank's Head Office, Plot 14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos at 10.00 a.m or soon thereafter, at which place and time shareholders are requested to attend. Copies of the Scheme Document containing details of the Scheme have been made available to shareholders of the Bank.

At the Meeting, the following sub-joined resolution will be proposed and if thought fit passed as a special resolution of the Bank:

**That:**

1. The Scheme of Arrangement dated November 19, 2021, a printed copy of which has been produced for the Meeting and (for the purpose of identification only) signed by the Chairman be and is hereby approved;
2. In accordance with the Scheme of Arrangement, the 35,545,225,622 ordinary shares of 50 kobo each in the issued and paid-up share capital of the Bank held by the shareholders be and are hereby transferred to Access Holdings Plc ("the **Holdco**") in exchange for the allotment of 35,545,225,622 ordinary shares of 50 kobo each in the share capital of the Holdco to the shareholders in proportion to their shareholding in the Bank credited as fully paid without any further act or deed;
3. The Board of Directors of the Bank be and is hereby authorized to take all necessary action to delist the shares of the Bank from the official list of Nigerian Exchange Limited;
4. The Memorandum and Articles of the Bank be and are hereby amended as set out in the Annexure to this Notice; and
5. The Board of Directors of the Bank be and is hereby authorised to do all such things and take all such actions as are required to give effect to the Scheme, including consenting to any modifications of the Scheme of Arrangement or any conditions that the Securities & Exchange Commission, the Central Bank of Nigeria, the Federal High Court or any other regulatory authority may think fit to approve or impose."

By the said Order, the Court has appointed Dr. (Mrs.) Ajoritsedere Awosika or failing her, Dr. Herbert Wigwe, or failing them both, any other director so appointed in their stead, to act as Chairman of the said meeting and has directed that a report of the Meeting be provided to the Court. Voting at the Meeting will be by poll.

The said Scheme will be subject to the subsequent sanction of the Court and delivery of a certified true copy of the Order of the Court sanctioning the Scheme to the Corporate Affairs Commission.

**Voting at the Meeting.**

Pursuant to the Order, in the interest of public safety and having due regard to the Nigeria Centre for Disease Control (NCDC) COVID-19 Guidance for Safe Mass Gatherings in Nigeria, (and the restrictions on public gatherings by the Lagos State Government to 50% capacity up to a maximum of 500 people per gathering), only persons indicated to be as Selected Proxies on the Proxy Form will be allowed to attend the Meeting physically. All other Shareholders will be required to attend the Meeting online and to vote at the Meeting through a proxy.

In view of the foregoing, an order of the Court was sought and obtained for the Court-Ordered Meeting to be held by proxy.

A proxy may be selected from any of the following individuals (**the Selected Proxies**):

1. **Dr. (Mrs.) Ajoritsedere Awosika, MFR, mni** - *Chairman*
2. **Dr. Herbert Wigwe, FCA** - *Group Managing Director/CEO*
3. **Sir. Sunny Nwosu** - *Shareholder*
4. **Mr. Gbenga Idowu** - *Shareholder*
5. **Mr. Owolabi Peters** - *Shareholder*
6. **Mrs. Oladewa Thorpe** - *Shareholder*
7. **Dr. Faruk Umar** - *Shareholder*
8. **Mr. Nornah Awoh** - *Shareholder*
9. **Dr. Kazeem Olayiwola** - *Shareholder*
10. **Mrs. Bisi Bakare** - *Shareholder*
11. **Mr. Patrick Ajudua** - *Shareholder*

The Selected Proxies are to attend the Meeting and vote on their own behalf as well as on behalf of the Shareholders who selected them as proxies. Other Shareholders can join the meeting and follow the proceedings online via real-time streaming options which would be available on the Bank's website. Shareholders who have appointed any of the Selected Proxies and have given the proxy voting instructions can participate and attend the Meeting online. Any Shareholder attending the Court-Ordered Meeting online who has any questions in respect of the Scheme would be able to ask such questions during the Court-Ordered Meeting via the real-time streaming options.

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 their names stand in the Register of Members of Access Bank Plc.

A Proxy Form will be sent to the registered email address of Shareholders and will also be available at **www.accessbankplc.com** and **www.coronationregistrars.com**. It is requested that duly executed Proxy Forms (together with any Power of Attorney or other authority under which it is signed, or a notarised copy of such Power of Attorney or other authority) be lodged at the office of Coronation Registrars Limited, 9, Amodu Ojikutu Street, Victoria Island, Lagos, not less than 24 hours before the time appointed for the Court-Ordered Meeting.

Shareholders are encouraged to submit the duly completed Proxy Form on or before 10.00 a.m on December 15, 2021.

A member entitled to attend the Court-Ordered Meeting who does not receive a copy of the Scheme Document within 14 days of the date of this notice can obtain copies of same, free of charge, from the Registrar of Access Bank Plc, Coronation Registrars Limited, 9, Amodu Ojikutu Street, Victoria Island, Lagos.


The Scheme Document would also be available online at **www.accessbankplc.com** and **www.coronationregistrars.com** and **www.chapelhildenham.com**

#### **Closure of Register of Members**

The Register of Members will be closed from December 6, 2021 for the purpose of determining attendance at the Court-Ordered Meeting.

**Dated this 22<sup>nd</sup> Day of November, 2021**

**Aluko & Oyebode**  
1, Murtala Muhammed Drive  
Ikoyi, Lagos

  
**Sunday Ekwochi**  
Company Secretary  
Access Bank Plc  
FRC/2013/NBA/00000005528

**Africa Law Practice NG & Company**  
15, Military Street  
Onikan, Lagos

#### **NOTES:**

##### **Accreditation of Shareholders to Attend the Meeting Via Electronic Platform**

1. Shareholders who intend to attend the Meeting electronically are required to register for the meeting by visiting **https://app.coronationregistrars.com/agmregistration**. Kindly be informed that Shareholders will be required to provide their registered email address(es) in completing the accreditation. A message containing a unique link to be utilized for attending the meeting will be sent to the registered email of Shareholders upon completion of the accreditation process. Accreditation of Shareholders would start on December 10, 2021 and end before the meeting commences.
2. The current and proposed Memorandum and Articles of Association of the Bank with proposed changes will be available on the Bank's website at **www.accessbankplc.com/investor-relations**