

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 35th Annual General Meeting of members of ACCESS BANK PLC ('the Bank or the Company') will hold at the Bank's Head Office, 14th Floor, Plot 14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos on April 18, 2024, at 9:00 a.m. You will be asked to consider and, if thought fit, to pass the resolutions below:

A. ORDINARY BUSINESS/ORDINARY RESOLUTIONS

1. To receive the Audited Financial Statements for the year ended December 31, 2023 and the Reports of the Directors, Auditor, Board Evaluation Consultant and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect Mr. Iboroma Akpana as an Independent Non-Executive Director.
4. To re-elect Mr. Hassan Usman as an Independent Non-Executive Director.
5. To re-elect Mr. Adeniyi Adekoya as an Independent Non-Executive Director.
6. To approve the appointment of Mrs. Iyabo Soji-Okusanya who was appointed as an Executive Director by the Board of Directors since the last Annual General Meeting.
7. To authorise the Directors to fix the remuneration of the Auditor.
8. To disclose the remuneration of the managers of the Company in line with the provisions of the Companies and Allied Matters Act, 2020.
9. To elect/re-elect members of the Statutory Audit Committee.

B. SPECIAL BUSINESS/ORDINARY RESOLUTIONS

10. That the Directors' fees for the financial year ending December 31, 2024 and for succeeding years until reviewed by the Annual General Meeting be and is hereby fixed at NGN67,470,000 (Sixty-Seven Million, Four Hundred and Seventy Thousand Naira Only).
11. That the Issued Share Capital of the Company be and is hereby increased from N17,772,612,811.00 (Seventeen Billion, Seven Hundred and Seventy-Two Million, Six Hundred and Twelve Thousand, Eight Hundred and Eleven Naira Only) divided into 35,545,225,622 (Thirty-Five Billion, Five Hundred and Forty-Five Million, Two Hundred and Twenty-Five Thousand, Six Hundred and Twenty-Two) ordinary shares of N0.50 Kobo each up to N26,658,919,216.50 (Twenty Six Billion, Six Hundred and Fifty-Eight Million, Nine Hundred and Nineteen Thousand, Two Hundred and Sixteen Naira, Fifty Kobo Only) by the creation of up to 17,772,612,811.00 (Seventeen Billion, Seven Hundred and Seventy-Two Million, Six Hundred and Twelve Thousand, Eight Hundred and Eleven) ordinary shares of N0.50 Kobo each ranking pari-passu with the existing ordinary shares of the Company.
12. That the Company be and is hereby authorised to raise capital of up to N365,000,000,000.00 (Three hundred and Sixty-Five Billion Naira) by way of a rights issue on such terms and conditions and on such dates as may be determined by the Directors, subject to obtaining the approvals of the relevant regulatory authorities.

C. SPECIAL BUSINESS/SPECIAL RESOLUTIONS

13. That Clause 6 of the Company's Memorandum of Association and Article 7 of the Company's Articles of Association be and are hereby amended to reflect the new share capital of up to N26,658,919,216.50 (Twenty-Six Billion, Six Hundred and Fifty-Eight Million, Nine Hundred and Nineteen Thousand, Two Hundred and Sixteen Naira, Fifty Kobo Only) by the creation and addition of up to 17,772,612,811 (Seventeen Billion, Seven Hundred and Seventy-Two Million, Six Hundred and Twelve Thousand, Eight Hundred and Eleven) ordinary shares of N0.50 Kobo each ranking pari-passu with the existing ordinary shares of the Company bringing the total issued shares of the Company to 53,317,838,433 (Fifty-Three Billion, Three Hundred and Seventeen Million, Eight Hundred and Thirty-Eight Thousand, Four Hundred and Thirty-Three) ordinary shares of N0.50 Kobo each.

D. SPECIAL BUSINESS/ORDINARY RESOLUTION

14. That the Directors be and are hereby authorised to appoint such professional parties and advisers and perform all such other acts and do all such other things as may be necessary to give effect to the above resolutions, including without limita-

tion, complying with the directives of any relevant regulatory authority.

NOTES

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, Coronation Registrars Limited, Plot 09, Amodu Ojikutu Street, off Saka Tinubu Street, Victoria Island, Lagos, or via e-mail at eforms@coronationregistrars.com not later than 48 hours prior to the time of the meeting.

Note that the payment of stamp duties for all instrument of proxy shall be at the Company's expense.

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 company, 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.

BY ORDER OF THE BOARD
DATED THIS 12TH DAY OF APRIL 2024



SUNDAY EKWOCHI
COMPANY SECRETARY
FRC/2013/NBA/00000005528

Dividend

If the proposed Final Dividend of N2.22 Kobo per every 50 Kobo ordinary share is approved, dividend will be payable on April 18 to shareholders whose names appear in the Register of Members at the close of business on April 10, 2024 (bringing the Total Dividend paid for 2023 financial year to N2.62 Kobo per share).

Statutory Audit Committee

The Audit Committee consists of 3 shareholders and 2 directors. In accordance with S.404(6) of the Companies and Allied Matters Act, 2020, any member may nominate a shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

Kindly note that by virtue of the provisions of the Nigerian Code of Corporate Governance 2018 and the Companies and Allied Matters Act, 2020, all members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees.

Biographical Details of Directors for Re-election/Approval

Biographical details of Directors submitted for re-election or approval are contained in the Annual Report.

Website

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