

December 16, 2021


Lagos, Nigeria

**RESOLUTIONS PASSED AT ACCESS BANK PLC's COURT ORDERED MEETING**

At the Court-Ordered Meeting of the registered holders of the fully paid-up Ordinary Shares of Access Bank Plc (the "**Bank**") held on 16 December 2021 at Bank's Head Office, Plot 14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos at 10.00 a.m, the following sub-joined resolutions were proposed and duly passed as special resolutions 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 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.



**Sunday Ekwochi**  
**Company Secretary**

**Head Office**

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Access Bank Plc RC 125 384  
TIN-00792879-0001

**Board of Directors**

**Chairman:** A Awosika  
**Group Managing Director/CEO:**  
Herbert Wigwe

**Group Deputy Managing Director:** R Ogbonna,  
**Directors:** P Usoro, A Ogunmefun, I Akpana, A Adekoya,  
I Osime, O Nwuke, H Usman, O Fajobi

**Executive Directors:**

V Etuokwu, G Jobome, H Ambursa,  
A Bajomo, C Okoli, O Kumapayi