

ACCESS BANK PLC RC 125384
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of members of **ACCESS BANK PLC** will hold at Lantana Hall, Eko Hotel, Adetokunbo Ademola Street, Victoria Island, Lagos, on April 27, 2012 at 10:00 a.m. You will be asked to consider and, if thought fit, to pass the resolutions below:

A ORDINARY BUSINESS

To consider and if thought fit, pass the following as ordinary resolutions:

1. To receive the Audited Financial Statement for the year ended December 31, 2011 and the Reports of the Directors, Auditor and Audit Committee thereon.
2. To declare a final dividend of 30 Kobo per ordinary share for the year ended December 31, 2011.
3. To re-elect Mr. Emmanuel Chiejina as a non-executive director.
4. To re-elect Mr. Oritsedere Samuel Otubu as a non-executive director.
5. To elect Mrs Anthonia Olufeyikemi Ogunmefun, who was appointed a non-executive director by the Board since the last Annual General Meeting.
6. To elect Mr. Victor Etuokwu, who was appointed an executive director by the Board since the last Annual General Meeting.
7. To re-appoint KPMG Professional Services as the auditor to the company from the end of the Annual General Meeting until the end of the next year's Annual General Meeting.
8. To authorise the Directors to fix the remuneration of the Auditor.
9. To elect/re-elect members of the Audit Committee.

B SPECIAL BUSINESS

To consider and if thought fit pass the following resolution as Ordinary Resolution:

10. That the Directors' fee for the financial year ending December 31, 2012 be and is hereby fixed at N41,500,000.00 (forty one million five hundred thousand Naira only).

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/her 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 Registrar, United Securities Limited, No. 10, Amodu Ojikutu Street, Victoria Island, Lagos, not later than 48 hours prior to the time of the meeting.

Dated this 25th day of March 2012.

BY ORDER OF THE BOARD



SUNDAY EKWOCHI
Company Secretary
Plot 999c, Danmole Street
Victoria Island
Lagos

NOTES

Dividend

If approved, dividend will be payable on April 27, 2012 to shareholders whose names appear on the Register of Members as at April 12, 2012. Shareholders who have completed the e-dividend mandate form will receive a direct credit of dividend into their bank accounts immediately after the Annual General Meeting. Shareholders who have not signed on to the e-dividend payment option are advised to complete the e-dividend mandate form available on the Bank's website at <http://www.accessbankplc.com/pages/downloadcentre.asp> or from <http://www.unitedsecuritieslimited.com/download-forms/mandate-for-e-dividend-payment-008.aspx>. The duly completed form should be returned to United Securities Limited, Plot 10, Amodu Ojikutu Street, Victoria Island Lagos, P.M.B 12753, Marina, Lagos or to the nearest Access Bank branch.

Closure of Register of Members

The Register of Members and Transfer Books of the company will be closed on April 13, 2012 to enable the Registrar prepare for the payment of dividend.

Audit Committee

In accordance with S.359(5) of the Companies and Allied Matters Act, 2004, 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.

Biographical Details of Directors for Election or Re-election

Biographical details of directors standing for election or re-election are provided in the Annual Report.

Website

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

Explanatory Notes to the Proposed Resolutions

The notes are contained in the Annual Report.