



FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 2004
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
OF
MEMBERS OF ACCESS BANK PLC

[RC: 125, 384]

RESOLUTIONS PASSED AT THE 24TH ANNUAL GENERAL MEETING OF
ACCESS BANK PLC

At the 24th Annual General Meeting of the Bank held at Oriental Hotel, Lekki, Lagos/Epe-Expressway, Lagos on Thursday, April 25, 2013 the following resolutions were unanimously passed as ordinary resolutions:

1. "That the Audited Financial Statements for the year ended December 31, 2012 and the Reports of Directors, Auditors and Audit Committee thereon, be and are hereby received."
2. "That a final dividend of 60 Kobo per ordinary share be and is hereby declared."
3. "That Mr. Gbenga Oyebode MFR be and is hereby re-elected as a Non-Executive Director."
4. "That Dr. Mahmoud Isa-Dutse be and is hereby re-elected as a Non-Executive Director."
5. "That Mrs. Mosun Belo-Olusoga be and is hereby re-elected as a Non-Executive Director."
6. "That Dr. Ernest Chukwuka-Anene Ndukwe be and is hereby elected an Independent Non-Executive Director."
7. "That Messrs PricewaterhouseCoopers be and are hereby appointed as Auditors to the Company, in place of the retiring Auditors, KPMG Professional Services."

Access Bank Plc RC 125 384

Board of Directors

Chairman: G Oyebode, Group Managing Director/CEO: Al Aig-Imoukhuede, CON
 Group Deputy Managing Director: HO Wigwe, Directors: Dr. CM Maduka,
 M Belo-Olusoga, M Isa-Dutse, TB Folawiyo, O Otubu, E Chiejina, K Ogunmefun
 Executive Directors: TE Koroye, O Nwuke, O Ohiwerei, E Olufowose, V Etuokwu

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8. "That the Directors be and are hereby authorized to fix the remuneration of the Auditors."
9. "That Messrs Emmanuel Oluwatoyin Eleoramo and Idaere Gogo Ogan be and are hereby re-elected as shareholder representatives in the Audit Committee."
10. "That Mr. Henry Aragho Omatsola FCA be and is hereby elected as a shareholder representative in the Audit Committee."
11. "That the directors fee for the financial year ending December 31, 2013, be and is hereby fixed at N41,500,000.00 [Forty One Million, Five Hundred Thousand Naira] only."
12. "That subject to the required regulatory approvals, the Directors be and are hereby authorized to distribute to members of the Bank, the Bank's equity interest in the issued Share Capital of Wapic Insurance Plc. to ensure compliance with the Central Bank of Nigeria Regulation 3, 2010 on the Scope of Banking Activities and Ancillary Matters."
13. "That the Directors be and are hereby authorized to appoint professional advisers and take such steps as may be required to give effect to the transaction referred to in the immediately preceding resolution, upon such terms and conditions as the Directors may approve."

DATED THIS 16TH DAY OF MAY 2013

SECRETARY

DIRECTOR