

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 31st Annual General Meeting of members of ACCESS BANK PLC ('the Bank') will hold at Access Tower, Plot 14/15, Prince Alaba Oniru Street, Oniru Estate, Lekki, Lagos on Thursday, April 30, 2020 at 10.00 a.m. You will be asked to consider and, if thought fit, to pass the resolutions below:

A. ORDINARY BUSINESS

As Ordinary Resolutions:

1. To receive the Group's Audited Financial Statements for the year ended December 31, 2019 and the Reports of the Directors, Auditors 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. Adeniyi Adekoya** as an Independent Non-Executive Director.
5. To elect **Mrs. Ifeyinwa Osime** who was appointed as an Independent Non- Executive Director by the Board of Directors since the last Annual General Meeting.
6. To elect **Dr. Okey Nwuke** who was appointed as a Non- Executive Director by the Board of Directors since the last Annual General Meeting.
7. To authorise the Directors to fix the remuneration of the Auditors.
8. To elect/re-elect members of the Audit Committee.

B. SPECIAL BUSINESS

As Ordinary Resolution:

9. That the Directors' fees for the financial year ending December 31, 2020 be and is hereby fixed at **NGN 51,875,000.00 (Fifty-One Million, Eight Hundred and Seventy-Five Thousand Naira Only)**.

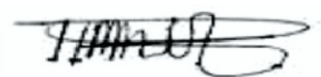
PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A Proxy need not also be a member. A proxy form is attached to this Notice and it is valid for the purpose of the meeting.

Shareholders should note that the Corporate Affairs Commission has in view of the Covid-19 pandemic and following the Government's restriction on public gathering approved that attendance to the Meeting shall only be by proxy to ensure public health and safety. Shareholders are therefore requested to submit their completed proxy forms in line with the Corporate Affairs Commissions' Guideline to the office of Group Company Secretary, Access Bank Plc , Plot 14/15 , Prince Alaba Oniru Street, Oniru Estate, Lekki, Lagos and/or groupcompanysecretariat@accessbankplc.com not later than April 24, 2020 to enable the Bank stamp the proxy forms and lodge same with the Registrars not later than 48 hours prior to the time of the meeting.

Dated this 3rd day of April 2020

BY ORDER OF THE BOARD



SUNDAY EKWOCHI
COMPANY SECRETARY
FRC/2013/NBA/00000005528

NOTES

1. Dividend

If the proposed Final Dividend of 40 Kobo per every 50 Kobo ordinary share is approved, dividend will be payable on April 30, 2020 to shareholders whose names appear in the Register of Members at the close of business on April 14, 2020 (bringing the Total Dividend paid for 2019 financial year to 65 kobo per share). Shareholders who have completed the e-dividend mandate forms will receive direct credit of the dividend into their bank accounts on the date of the Annual General Meeting.

2. Closure of Register of Members

The Register of Members and Transfer Books of the Bank will be closed on April 15, 2020 to enable the Registrar prepare for the payment of dividend.

3. Statutory Audit Committee

The Audit Committee consists of 3 shareholders and 3 directors. In accordance with S.359 (5) of the Companies and Allied Matters Act, 1990, 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.

The Central Bank of Nigeria and the Securities and Exchange Commission in their respective Codes of Corporate Governance require that at least one member of the Audit Committee should be knowledgeable in internal control processes, accounting and financial matters. Consequently, a detailed resume disclosing requisite qualification should be submitted with each nomination.

4. E-Dividend

Shareholders are kindly requested to update their records and advise the Registrar, United Securities Limited of their updated records and relevant bank account details for payment of dividend. Detachable forms in respect of mandate for e-dividend payment, unclaimed dividend/stale warrants and shareholder's data update are attached to the Annual Report for convenience. The aforementioned forms can also be downloaded from the Bank's website at www.accessbankplc.com or from United Securities Limited's website at www.unitedsecuritieslimited.com.

The duly completed forms should be returned to United Securities Limited, Plot 09, Amodu Ojikutu Street, Off Saka Tinubu Street, Victoria Island, Lagos or to any branch of Access Bank Plc.

5. E-Annual Report

The electronic version of the Annual report is available at www.accessbankplc.com. Shareholders who have provided their email details to the Registrar will receive the electronic version of the Annual Report via email. Additionally, Shareholders who are interested in receiving the electronic version of the Annual Report may request via e-mail to info@unitedsecuritieslimited.com or groupcompanysecretariat@accessbankplc.com.

6. 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 <http://www.accessbankplc.com/investors>.

7. Questions from shareholders

Shareholders and other holders of the Company's securities reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Annual Report and Accounts. Please send questions, comments or observations to Company Secretariat Department, Access Bank Plc, Plot 999c, Danmole Street, Victoria Island, Lagos or by e-mail to groupcompanysecretariat@accessbankplc.com not later than April 25, 2020. Questions and answers will be presented at the Annual General Meeting.

Proxy Form

31st ANNUAL GENERAL MEETING to be held at Access Tower, Plot 14/15, Prince Alaba Oniru Street, Oniru Estate, Lekki, Lagos on Thursday, April 30, 2020 at 10:00 a.m.

"I/WE.....
.....
..... (Name of Shareholder in block letters)

Being a member/(s) of the above named Company hereby appoint **Dr. (Mrs.) Ajoritsedere Awosika** or failing her **Mr. Herbert Wigwe** as my/our proxy to vote for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Thursday, April 30, 2020 and at any adjournment thereof. Unless otherwise instructed, the Proxy will vote or abstain from voting as he/she thinks fit. Dated this day of 2020

Shareholder's Signature:

A	ORDINARY BUSINESS/ ORDINARY RESOLUTIONS	FOR	AGAINST	ABSTAIN
6.	To elect Dr. Okey Nwuke who was appointed as a Non Executive Director by the Board of Directors since the last Annual General Meeting.			
7.	To authorise the Directors to fix the remuneration of the Auditors.			
8.	To elect/re-elect members of the Audit Committee			
B	SPECIAL BUSINESS/ORDINARY RESOLUTION	FOR	AGAINST	ABSTAIN
9.	That the Directors' fees for the financial year ending December 31, 2020 be and is hereby fixed at NGN 51,875,000.00 (Fifty-One Million, Eight Hundred and Seventy-Five Thousand Naira Only) .			

Please indicate with an 'X' in the appropriate box how you may wish your votes to be cast on the resolutions set above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

IMPORTANT NOTES:

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4. If proxy form is executed by a company, it should be sealed under its common seal or the hand and seal of its attorney.

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1.	To receive the Group's Audited Financial Statements for the year ended December 31, 2019 and the Reports of the Directors, Auditors and Audit Committee thereon.			
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