

05

SHAREHOLDER INFORMATION

Access Bank's commitments to communicate effectively with its shareholders.





Shareholder Engagement	265
Notice of Annual General Meeting	267
Explanatory Notes to the Proposed Resolutions	268
Capital Formation	270
e-dividend Mandate Form	272
Shareholder Information Update Form	274
Proxy Form	276





Shareholder Information

SHAREHOLDER ENGAGEMENT

The Board and Management of Access Bank are committed to ensuring transparency to our stakeholders. Accordingly, we provide Shareholders with a continuous and timely flow of financial information in order to ensure that shareholders' expectations are aligned with the Bank's corporate objectives. In the past 2 years Access Bank has carried out several enhancements of its Investors Relations programme to effectively communicate with Shareholders. The Bank, in keeping with best practice, employs various channels of communication to provide information to its Shareholders:

Channel	Description
Annual Report and Accounts	The Annual Report & Accounts is a comprehensive report of the Bank's activities throughout the preceding year. They are produced in paper and electronic formats and posted to Shareholders and other stakeholders at least 21 days before the AGM as approved by law.
Website	The Bank's website, www.accessbankplc.com , serves as a go-to resource and is continuously updated with relevant information for our Shareholders.
Results announcement	The Bank ensures complete access to financial performance information through publishing the information for each quarter in the papers and online (website, social media, newswires).
Conference calls	Following the publication of the Bank's results is the conference call with Shareholders, investors and analysts. These allow for the investment community to gain a better understanding.



Channel	Description
Annual General Meetings	The AGM is an annual event, the Bank's Management and senior team meets with retail Shareholders to discuss the Bank's performance, strategy and other concerns of benefit to all Shareholders. Resolutions are voted upon by the Shareholders with the majority of votes as a determinant.
Shareholder Association Meetings*	In addition to the AGM, the Bank considers it important to hear from representatives of various shareholder associations in order to fully accommodate concerns and advice from our shareholders. This is held once a year.
Non-deal roadshows	The Bank's management team ensures that it meets international and local Shareholders once a year.

*Meet with your local Shareholder committee for details and how they can represent you adequately at the meetings.

Rights and responsibilities of Shareholders

Our Shareholders are encouraged to share in the responsibility of sustaining the Bank's corporate values by exercising their rights

which include:

- Voting at the Shareholders' meeting (according to the class of shares);
- Sharing in the property of the corporation upon dissolution;
- Participating in Shareholders' meetings;
- Electing and removing Directors;
- Approving bylaws and bylaw changes;
- Appointing the auditor of the company;
- Examining and copy corporate records, financial statements and Directors' reports; and
- Approving major or fundamental changes (such as those affecting a company's structure or business activities).

Investor Relations and financial information

Individual Shareholder Enquiry, United Securities Ltd
 Telephone: 234(1) 2714566-7
 Email: info@unitedsecuritieslimited.com
 Financial analysts and Institutional Investors
 Telephone: + 234 (1) 2804130
 Email: investorrelations@accessbankplc.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting of members of ACCESS BANK PLC will hold at Lagoon Restaurant, Ozumba Mbadiwe Avenue, Victoria Island Lagos on Thursday, 7th day of May 2015, 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 Statement for the year ended December 31, 2014 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect Dr. Mahmoud Isa-Dutse as a Non-Executive director.
4. To re-elect Mrs Mosun Belo-Olusoga as a Non-Executive director.
5. To re-elect Dr. Ernest Ndukwe as an Independent Non-Executive Director.
6. To re-appoint PricewaterhouseCoopers as the Auditors to the Company from the end of the Annual General Meeting until the end of the next year's 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

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

9. That the Directors' fees for the financial year ending December 31, 2015 be and is hereby fixed at NGN 58,125,000.00 (fifty eight million one hundred and twenty 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 the Notice and 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, 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 15th day of April 2015.
BY ORDER OF THE BOARD



SUNDAY EKWOCHI
COMPANY SECRETARY
Plot 999c, Danmole Street
Victoria Island
Lagos

NOTES

Dividend

If the proposed dividend of 35 kobo per ordinary share is approved, dividend warrants will be posted on Thursday, May 7, 2015 to shareholders whose names appear in the Register of Members at the close of business on April 23, 2015, while shareholders who have mandated their dividend to their Bank accounts will be credited on date of the Annual General Meeting.

Closure of Register of Members

The Register of Members and Transfer Books of the Bank will be closed on April 24, 2015 to enable the Registrars prepare for the payment of dividend.

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 required that at least one member of the Audit Committee should be knowledgeable in internal control processes, accounting and financial matters. Consequently, a detailed resume should be submitted with each nomination.

Unclaimed Dividend Warrants And Share Certificates

Some dividend warrants and share certificates have remained unclaimed or are yet to be presented for payment or returned to the Company for revalidation. Affected Shareholders are advised to contact the Registrars, United Securities Limited, No. 10, Amodu Ojikutu Street, Victoria Island, Lagos.

E-Dividend/Bonus

Shareholders are advised to update their records and/or open bank accounts, stock broking accounts and CSCS accounts for the purpose of dividend payments and e-bonus. Detachable application forms for change of address, e-dividend and e-bonus are attached to the Annual Report for shareholders' convenience. The forms can also be downloaded from the Bank's website, <http://www.accessbankplc.com> or from the Registrars website <http://www.unitedsecuritieslimited.com>. 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.

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.



EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

The Notes below provide explanation to the proposed resolutions

All the resolutions are being proposed as Ordinary Resolutions. This means that for each resolution to be passed a simple majority of votes in favour of the resolution is required. Please note that if you abstain from voting you will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

Resolution 1: Annual Report and Accounts

The directors are required under Section 345 (1) of the Companies and Allied Matters Act 1990 to lay before the company in General Meeting for each financial year copies of the financial statements of the company made up to a date not exceeding nine months previous to the date of the meeting. This gives shareholders the opportunity to ask questions on the content of the Annual Report and Financial Statements.

Resolution 2: Declaration of Final Dividend

By Section 379 (1) of the Companies and Allied Matter Act 1990, the General Meeting has the power to approve or reduce the final dividend recommended by the directors but cannot increase the amount. If the 35 Kobo final dividend per ordinary share recommended by the Directors is approved, the final dividend net of withholding tax will be payable on May 7, 2015 to those shareholders registered on the Company's register of shareholders as at April 23, 2015.

Resolutions 3-5: Re-election of Directors

Your company's Articles of Association require one third of all Non-Executive Directors (rounded down) to stand for re-election every year (depending on their tenure on the Board) together with Directors appointed by the Board since the last Annual General Meeting ('AGM'). In keeping with the requirement, Dr. Mahmoud Isa-Dutse, Mrs Mosun Belo-Olusoga and Dr. Ernest Ndukwe will retire at this Annual General Meeting and being eligible for re-election will submit themselves for re-election. It is hereby confirmed that following a formal evaluation, the directors continue to demonstrate commitment to their role as Non-Executive Directors.

The Board considers all the directors submitting themselves for re-election as highly experienced and having good understanding of the financial services industry. Given their experience and background the Board believes that they will continue to add value to the Bank.

The biographical details of directors standing for re-election are set out below. The Board recommends that these directors should be re-elected to maintain the needed balance of skill, knowledge and experience on the Board.

Dr. Mahmoud Isa-Dutse - Non Executive Director

His appointment to the Board was approved by the Central Bank of Nigeria in June 2005. He is the chairman of the Board Risk Management Committee and also sits on the Audit and Credit and Finance Committees.

Dr. Isa-Dutse holds a doctorate degree in Risk Management from the University of Manchester Business School, an MBA from Wharton Business School, University of Pennsylvania, Philadelphia USA. He obtained his Bachelor of Science Degree in Economics from Ahmadu Bello University, Zaria. His professional banking experience spanned over two decades. Dr. Isa-Dutse retired in 2002 as an Executive Director at United Bank of Africa Plc where he was at various times in charge of Credit Risk Management, Investment Banking and Corporate Banking.

He is a Director of Northern Nigeria Flour Mills Plc, Kano and serves as a Senior Independent Non- Executive Director on Emerging Africa Infrastructure Fund.

He is aged 59 years at the date of this Annual General Meeting.

Mrs. Mosun Belo-Olusoga- Non-Executive Director

Appointed to the Board in November 16, 2007. She is the Chairperson of the Credit and Finance Committee and sits on the Audit, Risk Management, Governance and Nomination and Remuneration Committees.

Mrs. Belo-Olusoga is the Principal Consultant/Programme Director of The KRC Limited. She served on the Board of Asset and Resource Management Company and was the former Chairperson, Equipment and Leasing Association of Nigeria.

She had an illustrious banking career spanning nearly 3 decades and retired from Guaranty Trust Bank Plc in 2006 as the Executive Director, Investment Banking. She was at various times responsible for Risk Management, Corporate and Commercial Banking, Transaction Service and Settlements.

She studied Economics at the University of Ibadan. She qualified as a Chartered Accountant in 1983 winning First Place Merit Award and the Best Qualifying Candidate's Award by the Society of Women Accountants of Nigeria. She is a fellow of both the Institute of Chartered Accountants of Nigeria and the Chartered Institute of Bankers of Nigeria

She is aged 58 years at the date of this Annual General Meeting.

SHAREHOLDER INFORMATION

Dr. Ernest Ndukwe- Independent Non-Executive Director

He was appointed to the Board on December 18, 2012. Dr. Ndukwe is an electrical/electronics engineer, with over three decades experience in the telecommunications industry. His Board level experience dates back to 1988 when he was appointed Commercial Director at General Telecom Plc, where he later became the Managing Director (MD) in 1989. He was appointed Chief Executive Officer of the Nigerian Communications Commission (NCC) in 2000.

He has served as the Chairman of the Administrative Council of African Telecommunications Union and Chairman of West African Telecom Regulators Association (WATRA), an organization he pioneered. He is an acclaimed expert in Telecom Policy and Regulation. Dr. Ndukwe sits on the board of several companies.

Dr. Ndukwe is a graduate of the University of Ife and an alumnus of Lagos Business School. He is a fellow of the Nigerian Society of Engineers (NSE), Nigerian Institute of Management (FNIM) and Nigerian Academy of Engineering (NAE). He also heads the Centre for Infrastructure Policy, Regulation and Advancement (CIPRA) at the Lagos Business School.

He is aged 67 years at the date of this Annual General Meeting

The interest of Directors standing for election and re-election in the ordinary shares of the Bank as at December 31, 2014 are as shown below

Director's Name	Direct Holding	Grade
Dr. Mahmoud Isa-Dutse	3,155,814	Nil
Mrs. Mosun Belo-Olusoga	1,953,629	Nil
Dr. Ernest Ndukwe	395,377	Nil

Resolutions 6 & 7- Re-appointment of Auditors and Approval of Auditors Remuneration

The Companies and Allied Matters Act 1990 provides that every company shall at each Annual General Meeting appoint an Auditor or Auditor to audit the company's financial statements and to hold office from the conclusion of that Annual General Meeting to the conclusion of the next Annual General Meeting. The Audit Committee has recommended the re-appointment of the auditors who have indicated their willingness to act as the Bank's auditors for the next one year. Shareholders will be required to re-appoint PricewaterhouseCoopers as the Company's Statutory Auditors and also authorize the Board to fix their remuneration

Resolution 8: Election/Re-election of Members of Audit Committee

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 Shareholders Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

Members will be required to vote at the Annual General Meeting to elect or re-elect members of the Bank's Shareholders Audit Committee.

Resolution 9 – Approval of Directors' Fees

You company is required by law to seek the approval of the annual fees payable to the Non-Executive Directors. Shareholders will therefore be required to approve annual fees of NGN 58,125,000.00 (fifty eight million one hundred and twenty five thousand Naira only) for the Non-Executive Directors for the 2015 financial year. The commitments and responsibilities of the Non-Executive Directors have expanded considerably as regulatory requirements for banks and other financial institutions, particularly for organizations of your Bank's size and complexity, have grown and the expectations of Non-Executive Directors have correspondingly increased. Non-Executive Directors' fees are regularly reviewed and assessed against other large comparable banks.

The approval of Shareholders is being sought for the annual fees for each Non-Executive Director and the Chairman to be increased to N6,250,000.00 and N8,125,000.00 respectively with effect from 1 January 2015. The current annual fees of N5,000,000.00 and N6,500,000.00 for each Non-Executive Director and Chairman respectively were approved by Shareholders in 2012. Having considered comprehensive data it is clear that the current Non-Executive Directors fees are below the level being paid in comparable and indeed some smaller companies.



CAPITAL FORMATION

Timeline	Number of Shares	Amount
11/05/1998 Public Issue for Cash	1,200,000,000	600,000,000
21/09/2001 Bonus	300,000,000	150,000,000
23/09/2001 Public Issue for Cash	1,200,000,000	600,000,000
31/03/2003 Bonus	300,000,000	150,000,000
30/08/2004 Bonus	1,000,000,000	500,000,000
31/08/2005 Bonus	1,158,746,000	579,373,000
31/09/2005 Public Issue for Cash	4,111,214,000	2,055,607,000
31/11/2005 Private Placement	499,358,000	249,679,000
31/12/2005 Share Exchange Capital and Marina	4,187,003,722	2,093,501,861
31/10/2006 Share Reconstruction	(6,978,160,860)	(3,489,080,430)
31/07/2007 Public Issue for Cash	9,164,340,987	4,582,170,494
31/12/2008 IFC Loan Conversion to Equity	71,756,590	35,878,295
31/06/2009 Bond Conversion	47,788,360	23,894,180
31/06/2010 Bonus	1,626,204,679	813,102,000
23/01/2012 Share exchange Intercontinental Bank Plc	4,994,667,430	2,497,333,715
End of year	22,882,918,908	11,441,459,454

BANKING

ANYWHERE

ANYTIME

... WITH OUR PAYMENT CHANNELS

You juggle priorities all day long, so you deserve all the support you need to make your day go smoothly.

Plug into a world of efficient service delivered on-time, every time.

#TakeTomorrow



FOR MORE INFORMATION

☎ 01-271 2005-7

✉ contactcentre@accessbankplc.com

🌐 www.accessbankplc.com



SPEED SERVICE SECURITY