

IN THE FEDERAL HIGH COURT
HOLDEN AT LAGOS

FHC/L/CS/1667/2021

IN THE MATTER OF THE COMPANIES AND ALLIED MATTERS ACT
2020 AND IN THE MATTER OF AN APPLICATION UNDER
SECTION 715 THEREOF

AND

IN RE:

ACCESS BANK PLC
[RC NO.125384]

APPLICANT

ORDER

UPON THIS EX-PARTE ORIGINATING SUMMONS dated and filed on the 16th day of November, 2021 praying this Honourable Court for the following Orders:

1. AN ORDER directing Access Bank Plc (the "Applicant" or the "Company") to convene a meeting of the holders of the fully paid ordinary shares of the Company for the purpose of considering and if thought fit, approving (with or without modification) the Scheme of Arrangement (the "Scheme") between the Applicant and the holders of its fully paid ordinary shares in the form and context specified in the Scheme Document annexed herewith or subject to such modification, addition(s) or condition(s) agreed between the Applicant and the holders of its fully paid ordinary shares,

19/11/2021

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and/or approved or imposed by this Honourable Court.

2. **AN ORDER** directing that the said meeting of the Applicant be convened and held in Lagos, on Monday, 13th December 2021 (or such other date as the Applicant's Board of Directors may deem appropriate) at 10a.m. or soon thereafter.
3. **AN ORDER** directing that a copy of the Scheme Document (incorporating the Notice of such meeting, the Scheme and the Explanatory Statement) be sent to the physical and/or electronic address(es) of the shareholders appearing in the Register of Members of the Applicant.
4. **AN ORDER** that the meeting be held and conducted in the manner that general meetings of the Applicant are held, and in accordance with the provisions of the Applicant's Articles of Association but generally subject to such modifications as may be required to ensure compliance with the prevailing COVID-19 Regulations designed to ensure public health and safety and in particular that.
 - a. **Dr. (Mrs.) Ajoritsedere Awosika**, the Chairman of the Applicant, be appointed Chairman of the meeting, or failing her, that **Dr. Herbert Wigwe** be appointed Chairman of the said meeting or failing both of them, any other director of the Company so appointed in their stead by the

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shareholders present at the meeting to act as Chairman;

- b. Voting at the meeting shall be by poll, and each shareholder shall be entitled to one vote for each share each shareholder holds in the Applicant.
 - c. Only persons indicated as selected proxies in the Notice of the meeting would be able to attend the meeting and vote on behalf of themselves and the shareholders of the Applicant who selected them as proxies. Other shareholders of the Applicant would be able to join the meeting and follow the proceedings online via the real-time streaming options.
 - d. The statutory threshold required to pass the resolutions at the Court-Ordered Meeting is a majority representing not less than three-quarters in value of the Ordinary Shares of members present and voting in person or by proxy.
5. **AN ORDER** directing that if the meeting of the members of the Applicant agree to, and approve the Scheme, a Report of the Court-Ordered Meeting be presented to this Honourable Court for sanction of the said Scheme.

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6. **AND** for such further Order or other Orders as this Honourable Court may deem fit to make in the circumstances.

AND AFTER READING the Affidavit in Support of the Motion sworn to by **Sunday Ekwochi**, Male, Nigerian and Company Secretary of Access Bank Plc (the "**Applicant**" or the "**Company**") of 14/15, Prince Alaba, Oniru, Victoria Island, Lagos, filed in this Court Registry, Ikoyi, Lagos.

AND AFTER HEARING the submission of Adeniyi Adegomire SAN with Chiderah Azodoh Esq., Kareemat Ijaiya Esq. counsel for the Applicant move in terms of the Motion paper.

AND THE COURT after careful consideration of the application and submissions of Counsel.

IT IS HEREBY ORDERED AS FOLLOWS:

1. That an Order is granted directing Access Bank Plc (the "**Applicant**" or the "**Company**") to convene a meeting of the holders of the fully paid ordinary shares of the Company for the purpose of considering and if thought fit, approving (with or without modification) the Scheme of Arrangement (the "**Scheme**") between the Applicant and the holders of its fully paid ordinary shares in the form and context specified in the Scheme Document annexed herewith or subject to such modification, addition(s) or condition(s) agreed between the Applicant and the holders of its fully paid ordinary shares, and/or approved or imposed by this Honourable Court.




HON. JUSTICE A. LEWIS ALLAGOA
PRESIDING JUDGE

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3. That an Order is granted directing that a copy of the Scheme Document (incorporating the Notice of such meeting, the Scheme and the Explanatory Statement) be sent to the physical and/or electronic address(es) of the shareholders appearing in the Register of Members of the Applicant.
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a. **Dr. (Mrs.) Ajoritsedere Awosika**, the Chairman of the Applicant, be appointed Chairman of the meeting, or failing her, that Dr. Herbert Wigwe be appointed Chairman of the said meeting or failing both of them, any other director of the Company so appointed in their stead by the

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ISSUED AT LAGOS UNDER THE SEAL OF THE COURT AND THE HAND OF THE PRESIDING JUDGE THIS 19TH DAY OF NOVEMBER, 2021.



AZUNNA BRIGHT C.
REGISTRAR

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In Court
#210 probe
19/11/2021



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