

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 34th Annual General Meeting of members of **ACCESS BANK PLC** ('the Bank') will hold at the Bank's Head Office, 14th Floor, Plot 14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos on Monday, May 22, 2023 at 10.00 a.m. You will be asked to consider and, if thought fit, to pass the resolutions below:

## **A. ORDINARY BUSINESS/ORDINARY RESOLUTION**

1. To receive the Group's Audited Financial Statements for the year ended December 31, 2022 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To re-elect Mr. Paul Usoro as a Non-Executive Director.
4. To re-elect Dr. Okey Nwuke as a Non-Executive Director.
5. To re-elect Mrs. Ifeyinwa Osime as an Independent Non-Executive Director.
6. To elect Mrs. Titilayo Osuntoki who was appointed as a Non-Executive Director by the Board since the last Annual General Meeting.
7. To elect Mr. Herbert Wigwe who was appointed as a Non-Executive Director by the Board since the last Annual General Meeting.
8. To appoint KPMG as the Auditors to the Company in place of the retiring Auditors, PricewaterhouseCoopers.
9. To authorise the Directors to fix the remuneration of the Auditors.
10. To disclose the remuneration of the managers of the Company in line with the provisions of the Companies and Allied Matters Act, 2020.
11. To elect/re-elect members of the Statutory Audit Committee.

## **B. SPECIAL BUSINESS/ORDINARY RESOLUTION**

12. That the Directors' fees for the financial year ending December 31, 2023 and for succeeding years until reviewed by the Annual General Meeting be and is hereby fixed at NGN58, 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 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 Registrars, Coronation Registrars Limited, Plot 09, Amodu Ojikutu Street, off Saka Tinubu Street, Victoria Island, Lagos, or via e-mail at [eforms@coronationregistrars.com](mailto:eforms@coronationregistrars.com) not later than 48 hours prior to the time of the meeting.

Note that the payment of stamp duties for all instrument of proxy shall be at the Company's expense.

In the case of Joint Shareholders, the signature of any one of them will suffice, but the names of all the Joint Shareholders must be stated.

If the shareholder is a corporation, the proxy form must be under the Common Seal or under the hand of the same officer or attorney duly authorised by the Corporation to act on its behalf.

**BY ORDER OF THE BOARD**

DATED THIS 11TH DAY OF MAY, 2023

**SUNDAY EKWOCHI**

COMPANY SECRETARY

FRC/2013/NBA/00000005528

**1. Dividend**

If the proposed Final Dividend of N1.33 Kobo per every 50 Kobo ordinary share is approved, dividend will be payable on May 22, 2023 to shareholders whose names appear in the Register of Members at the close of business on May 18, 2023.

**2. Statutory Audit Committee**

The Audit Committee consists of 3 shareholders and 2 directors. In accordance with S.404(6) of the Companies and Allied Matters Act, 2020, 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.

Kindly note that by virtue of the provisions of the Code of Corporate Governance issued by the Securities and Exchange Commission (SEC) and the Companies and Allied Matters Act, 2020, all members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees.

**3. Election/Re-Election of Directors**

The following Directors are being proposed for election/re-election:

1. Mr. Paul Usoro is being proposed for re-election as a Non-Executive Director.
2. Dr. Okey Nwuke is being proposed for re-election as a Non-Executive Director.
3. Mrs. Ifeyinwa is being proposed for re-election as an Independent Non-Executive Director.
4. Mrs. Titilayo Osuntoki is being proposed for election as a Non-Executive Director.
5. Mr. Herbert Wigwe is being proposed for election as a Non-Executive Director

The biographical details of the directors for election/re-election are contained in the annual report.

**4. Website**

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