

PROXY FORM



**THE PROPOSED SCHEME OF ARRANGEMENT BETWEEN ACCESS BANK PLC AND HOLDERS OF ITS ORDINARY SHARES OF 50 KOBO EACH**

I/We,

Shareholder's Name: .....  
 Address: .....  
 Account Number: .....  
 No. of shares held: .....

being the registered holder(s) of the ordinary shares of Access Bank Plc, hereby appoint\*

or failing him/her \_\_\_\_\_ as my/our proxy to vote on my/our behalf at the Court-Ordered Meeting of the holders of the ordinary shares of the Bank to be held at 10.00a.m. on December 16, 2021, or at any adjournment thereof.

Signed this .....day of .....2021

Shareholder's Signature .....

**NOTES:**

- A Member (shareholder) who is unable to attend the Court-Ordered Meeting through any of the channels specified in the Notice is allowed by law to vote by proxy and the Proxy Form has been prepared to enable them exercise their right to vote if you cannot personally attend the Meeting.
- In view of the current restrictions on the maximum crowd size currently permitted by the Lagos State Government for public gatherings and in line with the Order of the Court, attendance at the Meeting shall be by proxy. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:
 

Name of Proxy	Nominated Proxy
Dr (Mrs.) Ajoritsedere Awosika, MFR, mni	<input type="checkbox"/>
Dr. Herbert Wigwe, FCA	<input type="checkbox"/>
Sir. Sunny Nwosu	<input type="checkbox"/>
Mr. Gbenga Idowu	<input type="checkbox"/>
Mr. Owolabi Peters	<input type="checkbox"/>
Mrs. Oladewa Thorpe	<input type="checkbox"/>
Dr. Faruk Umar	<input type="checkbox"/>
Mr. Normah Awoh	<input type="checkbox"/>
Dr. Kazeem Olayiwola	<input type="checkbox"/>
Mrs. Bisi Bakare	<input type="checkbox"/>
Mr. Patrick Ajudua	<input type="checkbox"/>
- Provision has been made on this Proxy Form for your nomination, whom will attend the Meeting and vote on your behalf. Insert in the blank space above a tick, your nomination from the names of the persons stated.
- Voting at the Court-Ordered Meeting will be by poll which means that each shareholder has one vote for each of the shares he/she/it holds in Access Bank Plc.

- Please sign and post the proxy form so as to reach the registrar not less than 24 hours before the time appointed for the Court-Ordered Meeting and ensure that the proxy form is dated and signed. If executed by a corporate body, the proxy form should be sealed with the Common Seal.
- The details in the Scheme of Arrangement provide information on the material features of the proposed Scheme and the general effect thereof upon the rights of shareholders of Access Bank Plc whilst also providing information essential to a shareholder's appraisal of the action to be taken with regards to the Scheme.
- The Meeting will be streamed live online to enable shareholders and other stakeholders who will not be attending physically (in person) to follow the proceedings. The link for the live streaming of the Meeting will be made available on the Bank's website [www.accessbankplc](http://www.accessbankplc)

**SPECIAL RESOLUTION**

"At the Court-Ordered Meeting, the following sub-joined resolution will be proposed and if thought fit passed as a special resolution of the Bank

- The Scheme of Arrangement dated November 19 2021, a printed copy of which has been produced for the Meeting and (for the purpose of identification only) signed by the Chairman be and is hereby approved;
- In accordance with the Scheme of Arrangement, the 35,545,225,622 ordinary shares of 50 kobo each in the issued and paid-up share capital of the Bank held by the shareholders be and are hereby transferred to Access Holdings Plc (the "Holdco") in exchange for the allotment of 35,545,225,622 ordinary shares of 50 kobo each in the share capital of Holdco to the shareholders in proportion to their shareholding in the Bank credited as fully paid without any further act or deed;
- The Board of Directors of the Bank be and is hereby authorized to take all necessary action to delist the shares of the Bank from the official list of the Nigerian Exchange Limited;
- The Memorandum and Articles of the Bank be and are hereby amended as set out in the Annexure to this Notice; and
- The Board of Directors of the Bank be and is hereby authorised to do all such things and take all such actions as are required to give effect to the Scheme, including consenting to any modifications of the Scheme of Arrangement or any conditions that the Securities and Exchange Commission, Central Bank of Nigeria the Federal High Court or any other regulatory authority may think fit to approve or impose."

FOR	AGAINST
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Please indicate how you wish your vote to be cast on the sub-joined resolution set out above by placing an "x" in the appropriate box. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.