



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the FIRST ANNUAL GENERAL MEETING ('the Meeting') OF ACCESS HOLDINGS PLC ('the Company') will hold at the Balmoral Convention Centre, Federal Palace Hotel, 6-8, Ahmadu Bello Way, Victoria Island, Lagos on 24th May 2023 at 10.00a.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 Company'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 elect Directors.
4. To appoint KPMG as the Auditors to the Company in place of the retiring Auditors, PricewaterhouseCoopers.
5. To authorise the Directors to fix the remuneration of the Auditors.

6. To disclose the remuneration of the managers of the Company in line with the provisions of the Companies & Allied Matters Act, 2020.
7. To elect members of the Audit Committee.

B. SPECIAL BUSINESS/SPECIAL RESOLUTION

8. That the Company's Memorandum and Articles of Association be and are hereby amended as set out at <https://www.theaccesscorporation.com/investor>.

C. SPECIAL BUSINESS/ORDINARY RESOLUTIONS

9. That in compliance with the Rule of the Nigerian Exchange Limited governing transactions with Related Parties or Interested Persons, the Company, and its related entities ("The Group") be and are hereby granted a General Mandate in respect of all recurrent transactions entered with a related party or interested person provided such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day operations. This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held.
10. 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 NGN 33,125,000.00 (Thirty-Three Million, One Hundred and Twenty -Five Thousand Naira only).
11. That pursuant to (a) the establishment of the Employees Performance Share Plan by

a Special Resolution of the shareholders of Access Bank Plc (the "Bank") passed at the Bank's 22nd Annual General Meeting held on 28th Day of April 2011, and (b) the restructuring of the shareholding of the Bank through a Scheme of Arrangement (the "Scheme") which resulted in the shareholders of the Bank being migrated to Access Holdings Plc, the Directors be and are hereby authorised to migrate the Employees Performance Share Plan of the Bank to Access Holdings Plc such that the Employees Performance Share Plan shall for all intents and purposes be applicable to eligible employees of Access Holdings Plc, the Bank together with any or all of their direct subsidiaries as the Directors may determine on such terms and conditions or modifications thereto as the Directors may from time to time consider appropriate.

12. That the Directors be and are hereby authorized to perform all acts and to do all such other things as may be necessary for or incidental to giving effect to the above resolutions including but not limited to seeking any regulatory approval and complying with any regulatory directive.

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 not later than 48 hours prior to the time of the meeting.

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 company, the proxy form must be under the Common Seal or under the hand of the same officer or attorney duly authorised by the company to act on its behalf.

The Company has decided to stamp at its cost all duly completed and signed proxy forms submitted to the Company Registrars within the stipulated time.

BY ORDER OF THE BOARD

Sunday Ekwochi
Company Secretary
FRC/2013/NBA/0000005528



1. Dividend

If the proposed Final Dividend of ₦1.30 Kobo (One Naira Thirty Kobo) per every 50 Kobo ordinary share is approved, dividend will be payable on May 24, 2023 to shareholders whose names appear in the Register of Members at the close of business on May 9, 2023 (bringing the Total Dividend paid for 2022 financial year to ₦1.50 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. Live Streaming Link

The Annual General Meeting will be streamed live at <https://www.theaccesscorporation.com/AGM2023>.

3. Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed on the 10th Day of May 2023 to enable the Registrar prepare for the payment of dividend.

4. 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.

5. E-Dividend

Shareholders are kindly requested to update their records and advise the Registrar, Coronation Registrars 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 forms can also be filled and submitted online on the Company's website at <https://theaccesscorporation.com> or the Self Service Form on the Coronation Registrars Limited's website at https://coronationregistrars.cloud.process-maker.net/webentry/7/node_9?general_enquiries. The detached hardcopy of the Forms should be completed and returned to Coronation Registrars Lim-

ited, Plot 09, Amodu Ojikutu Street, off Saka Tinubu Street, Victoria Island, Lagos or to any branch of Access Bank Plc or the Company's Head Office, Plot 14/15 Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos..

6. E-Annual Report

The electronic version of the Annual report is available at company's website at <https://the-accesscorporation.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@coronationregistrars.com or groupcompanysecretariat@the-accesscorporation.com.

7. Election of Directors

The following Directors are being proposed for election

1. Mr. Bababode Osunkoya is being proposed for election as an Independent Non-Executive Director.
2. Mrs. Fatimah Bello-Ismael is being proposed for election as an Independent Non-Executive Director.
3. Mr. Abubakar Jimoh is being proposed for election as an Independent Non-Executive Director.
4. Mrs. Ojinika Olaghere is being proposed for election as a Non-Executive Director.
5. Mr. Olusegun Ogbonnewo is being proposed for election as a Non-Executive Director.
6. Mr. Roosevelt Ogbonna is being proposed for election as a Non-Executive Director.
7. Mr. Oluseyi Kumapayi is being proposed for election as a Non-Executive Director.
8. Dr. Herbert Wigwe is being proposed for election as a Director, Group Chief Executive of the Company.
9. Ms. Bolaji Agbede is being proposed for election as an Executive Director.

10. Mr. Olanrewaju Bamisebi is being proposed for election as an Executive Director.

The appointments of the above-mentioned directors have been approved by the Central Bank of Nigeria.

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

8. Website

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

9. Voting

Voting shall be done by show of hands using the Coronation Virtual electronic voting platform. The Registrars would notify the shareholders of the voting process via email and adequate guidance would be provided at the meeting venue.

10. Voting By Interested Persons

In line with the provisions of Rule 20.8 (h) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on resolution 9 above.

11. 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 Holdings Plc, Plot 14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos or by e-mail to groupcompanysecretariat@the-accesscorporation.com not later than 15th day of May, 2023. Questions and answers will be presented at the Annual General Meeting.