

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Fifth Annual General Meeting of Zenith Bank Plc will hold at the Banquet Hall, The Civic Centre, OzumbaMbadiwe Street, Victoria Island, Lagos State at 10.00 a.m. on the 6th day of April, 2016 to transact the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31st December, 2015, the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To approve the appointment of the following; (a) Professor Oyewusi Ibidapo-Obe OFR (as an Independent Non-Executive Director) and Mr. Gabriel Ita Asuquo Ukpeh (as an Independent Non-Executive Director) of the bank.
4. To re-elect the following retiring Directors:
 - (a) Mr. Jeffrey Efeyini
 - (b) Professor Chukuka Enwemeka
 - (c) Alhaji Baba Tela
5. To authorize the Directors to fix the remuneration of the Auditors.
6. To elect members of the Audit Committee.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following as ordinary resolution:

7. To approve the remuneration of the Directors for the year ending December 31, 2016 fixed at N18 million only.

Dated this 24th day of February, 2016.

NOTES:

1. **PROXY:**

A member of the company who is entitled to attend and vote at the general meeting is entitled to appoint a proxy in his stead. All instruments of proxy should be completed, stamped and deposited at the office of the Company's Registrars, Veritas Registrars Limited, 89A, Ajose Adeogun Street, Victoria Island, Lagos State not later than 48 hours before the time of holding the meeting. A proxy need not be a member of the company.

2. **Closure of Register of Members**

The Register of Members and Transfer Books of the Company will be closed on 29th March, 2016 to enable the Registrar prepare for the payment of dividend.

3. **Dividend Warrants**

If approved, dividend warrants for the sum of N1.55K for every share of 50K (bringing the total dividend for the financial year ended December 31, 2015 to N1.80K) will be paid on the 6th of April, 2016, to shareholders whose names are registered in the Register of Members at the close of business on 24th March, 2016. Shareholders are advised to forward particulars or their account details to the Registrar to enable direct credit of their dividend on same day. Note however, that holders of the Company's Global Depository Receipts listed on the London Stock Exchange will receive their dividend payments seven (7) business days after the local payment date.

4. **Audit Committee**

In accordance with Section 359(5) of the Companies and Allied Matters Act, 1990, any shareholder may nominate another shareholder for appointment to the Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least 21 days before the Annual General Meeting.

5. **Unclaimed Dividend Warrants and Share Certificates**

Shareholders are hereby informed that a number of share certificates and dividend warrants have been returned to the Registrars as "unclaimed". A list of all unclaimed dividend will be circulated with the Annual Report and Financial Statements. Any member affected by this notice is advised to write to or call at the office of the Bank's Registrars, Veritas Registrars Limited, Plot 89A, Ajose Adeogun Street, Victoria Island, Lagos during normal working hours.

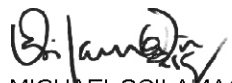
6. **E-Dividend**

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment in line with the Securities and Exchange Commission (SEC) directives. Detachable application forms for e-dividend and e-bonus are attached to the Annual Report to enable all shareholders furnish the particulars of their bank accounts/CCS details to the Registrars as soon as possible.

7. **Profile of Directors**

The profile of Directors are available for viewing on www.zenithbank.com

By Order of the Board



MICHAEL OSILAMAOTU, ESQ.
Company Secretary
FRC/2013/MULTI/00000001084
Plot 87, Ajose Adeogun Street
Victoria Island, Lagos

**ZENITH BANK PLC
PROXY CARD**

ANNUAL GENERAL MEETING TO BE HELD AT 10.00 A.M. ON THE 6TH DAY OF
APRIL, 2016 AT THE BANQUET HALL, THE CIVIC CENTRE, OZUMBAMBADIWE
STREET, VICTORIA ISLAND, LAGOS STATE.

I/We* _____
(Name of shareholder in block letters)

of _____

being a member/members of Zenith Bank Plc hereby
appoint

** _____

failing him, Peter Amangbo

as my/our proxy to act and vote for me/us on my/our
behalf at The Annual General Meeting of the bank on the
6th day of April, 2016, or at any adjournment thereof.

Dated this 24th day of February, 2016

Shareholder's Signature(s) _____

This Proxy Form should not be completed and sent to the
bank's registered address if the member will be attending
the Meeting.

The manner in which the Proxy is to be vote should be
indicated by inserting "X" in the appropriate space.

NUMBER OF SHARES

	RESOLUTIONS	FOR	AGAINST
1.	To receive the Accounts and the Reports thereon.		
2.	To declare a Dividend		
3.	To approve the appointment of the following Directors: (a) Professor Oyewusi Ibidapo-Obe OFR (b) Mr. Gabriel Ita Asuquo Ukpeh (as Independent Non Executive Directors of the bank)		
4.	To re-elect the following retiring Directors: (a) Mr. Jefferey Efeyini (b) Prof. Chukuka Enwemeka (c) Alhaji Baba Tela		
5.	To authorize the Directors to fix the remuneration of the Auditors		
6.	To elect members of the Audit Committee		
7.	To approve the remuneration of the Directors for the year ending December 31, 2016 fixed at N18m		

Please indicate with an "X" in the appropriate square how you wish your votes to be cast on resolutions set out above. Unless otherwise instructed the proxy will vote or abstain from voting at his discretion.

BEFORE POSTING THE ABOVE FORM, PLEASE TEAR OFF THIS PART AND RETAIN FOR ADMISSION TO THE MEETING

ADMISSION FORM

Annual General Meeting to be held on 6th of April, 2016 at THE CIVIC CENTRE, OZUMBA MBADIWE STREET, VICTORIA ISLAND, LAGOS.

A member (Shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote on a poll by proxy. The above form has been prepared to enable you to exercise your right to vote, in case you cannot personally attend the Meeting.

Following the normal practice, the name of a Director of the Company has been entered on the form to ensure that someone will be at the Meeting to act as your proxy, but if you wish, you may insert in the blank space on the form (marked**) the name of any person whether a Member of the Company or not, who will attend the Meeting and vote on your behalf instead of one of the Directors.

NUMBER OF SHARES

Please sign the above proxy form and post it, so as to reach the address overleaf not later than 48 hours before the time for holding the meeting.

If executed by a corporation, the proxy form should be sealed with the Corporation's Common Seal.

IMPORTANT

The name of the Shareholder must be written in BLOCK CAPITALS on the proxy form where marked. This admission form must be produced by the Shareholder or his proxy, who need not be a member of the Company, in order to obtain entrance to the Annual General Meeting.

Signature of person attending _____

REGISTRAR
VERITAS REGISTRARS LIMITED,
89A, AJOSE ADEOGUN STREET,
VICTORIA ISLAND,
LAGOS.