

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First Annual General Meeting of Zenith Bank Plc will hold at the Civic Centre, Ozumba Mbadiwe Street, Victoria Island, Lagos State at 9.00 a.m. on Wednesday the 6th day of April, 2022 to transact the following business:-

ORDINARY BUSINESS

1. To present and consider the Bank's Audited Accounts for the financial year ended 31st December, 2021, the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To approve the appointment of Dr. Omobola Arike Ibidapo-Obe Ogunfowora, as an Independent Non-Executive Director
The appointment of the Director has been approved by the Central Bank of Nigeria. The Profile of the aforementioned Director is available in the Annual Report and also on the Bank's website at www.zenithbank.com
4. To elect the following Directors who retire by rotation at this meeting
 - (i) Engr. Mustafa Bello
 - (ii) Dr. Al-Mujtaba Abubakar
 - (iii) Mr. Dennis Olisa
5. To authorize the Directors to fix the remuneration of the Auditors.
6. Disclosure of the remuneration of Managers of the Bank.
7. To elect members of the Audit Committee.

SPECIAL BUSINESS

8. That Mr. Jim Ovia, CON, who has attained the age of 70 years since the last general meeting be re-elected as a Non-Executive Director of the Bank.
9. To consider and if thought fit, to pass the following as ordinary resolution:
"That the remuneration of the Directors of the Bank for the year ending December 31, 2022 be and is hereby fixed at N25 million only" for each Director.
10. (A) To consider and if thought fit pass the following resolution as an ordinary resolution:
"That pursuant to Articles 56(1) (c) and 56(2) of the Company's Memorandum and Articles of Association, the Directors be and are hereby authorized to take steps to comply with the requirements of the Companies and Allied Matters Act (CAMA), 2020 S. 124 and the Companies Regulations, 2021 as it relates to unissued shares currently standing to the capital of the company including but not limited to cancellation of such unissued shares of the company".
 - (B) "That the Directors be and are hereby authorized to enter into and execute any agreements, deeds, notices and any other documents necessary for and or incidental to affecting resolution (A) above".
 - (C) "That the Directors of the Company or any one of them for the time being, be and are hereby authorized to appoint such professional parties and advisers, and to perform all such other acts and do all such other things as may be necessary for or incidental to affecting the above resolutions, including without limitation, complying with directives of any regulatory authority".
11. **Special Resolution**
 - (A) Pursuant to section 51(1) of the Companies and Allied Matters Act (CAMA), 2020, the Memorandum and Articles of the Association of the Bank be and are hereby altered in the following manner:
By adding a new clause 41(A) to the Memorandum of Association of the Bank as follows:
"To act in conjunction with any relevant Exchanges as a Derivatives Clearing member for all exchange traded or over the counter trades and in accordance with the Rules and Regulations of the Securities and Exchange Commission (SEC) in place from time to time".
 - (B) That Article 90 of the Articles of Association of the Bank be and are hereby altered in the following manner:
By deleting the words:
"Unless and until otherwise determined by the Bank by Ordinary Resolution, the Directors of the Bank shall not be less than five or more than fifteen in number" and substituting thereto the following:
"Unless and until otherwise determined by the Bank by Ordinary Resolution, the Directors of the Bank shall not be less than five or more than twenty in number."

Dated this 28th day of February, 2022

NOTE:

1. **PROXY:**
A member of the company 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 24 hours before the time of holding the meeting. A proxy need not be a member of the company.

Shareholders should note that the Corporate Affairs Commission has in view of the Covid-19 pandemic and following the Government's restriction on public gathering approved that attendance to the Meeting shall only be by proxy to ensure public health and safety. Shareholders are therefore requested to submit their completed proxy forms appointing any of the listed proxies in line with the Corporate Affairs Commission's Guidelines to the office of the Company's Registrars, Veritas Registrars Limited, 89A, Ajose Adeogun Street, Victoria Island, Lagos State and/or enquiry@veritasregistrars.com and veritasregistrars@veritasregistrars.com not later than 4th April, 2022 to enable the Bank stamp the proxy forms and lodge same with the Registrars not later than 24 hours prior to the time of the meeting. The Proceedings will also be streamed live on the Bank's website and social media platforms.
2. **Closure of Register of Members**
The Register of Members and Transfer Books of the Company will be closed March 28th, 2022, to enable the Registrar prepare for the payment of dividend.
3. **Dividend Warrants**
If approved, dividend warrants for the sum of N2.80K for every share of 50K (bringing the total dividend for the financial year ended December 31, 2021 to N3.10K) will be paid via e-mandate on 6th April, 2022, to shareholders whose names are registered in the register of members at the close of business on the 25th day of March, 2022. Shareholders are advised to forward particulars of 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 after the local payment date.
4. **Audit Committee**
In accordance with Section 404(6) of the Companies and Allied Matters Act, 2020, 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. **Rights of Shareholders/Securities' Holders to ask Questions**
Shareholders/Securities' Holders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such questions must be submitted to the Company on or before the 5th day of April, 2022.
6. **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.
7. **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.
8. **Profile of Directors**
The profile of all Directors of the Bank are available for viewing on the Bank's website, www.zenithbank.com.



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