



ZENITH BANK PLC

PROXY FORM FOR THE 31ST ANNUAL GENERAL MEETING OF ZENITH BANK PLC TO BE HELD AT THE CIVIC CENTRE, OZUMBA MBADIWE STREET, VICTORIA ISLAND, LAGOS STATE ON WEDNESDAY, APRIL 6, 2022 AT 9.AM.

I/We, being a member of Zenith Bank Plc hereby appoint as our proxy to act and vote for us and on our behalf at the Annual General Meeting of the Company to be held at the Civic Centre, Ozumba Mbadiwe Street, Victoria Island, Lagos State on Wednesday, April 6, 2022 at 9.00 a.m. and at any adjournment thereof.

I/We desire this proxy to be used in favour of/or against the resolution as indicated below (strike out whichever is not desired).

S/N	RESOLUTIONS	FOR	AGAINST
1.	To present and consider the Bank's Audited Accounts for the financial year ended 31 st 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 Ibadapo-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.		
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. (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."		

Please indicate with "x" in the appropriate box how you wish your vote to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting on his/her discretion.

Dated this 28th Day of February, 2022

Authorized Signatory

Name/Designation

NOTE

Please sign the Proxy Form and stamp at the Stamp Duties Office and forward by return email to enquiry@veritasregistrars.com, veritasregistrars@veritasregistrars.com and michael.otu@zenithbank.com or by depositing it 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 fixed for the meeting. The Company will bear the cost of stamping of all the duly completed and signed proxy forms submitted within the stipulated time.

A member who is unable to attend the Annual General Meeting is allowed to vote by Proxy.

In line with the Company's obligations to comply with the restriction on mass gatherings and social and/or physical distancing guidelines prescribed by both the Federal Government of Nigeria and the Lagos State Government in the conduct of the meeting, members may appoint any of the following Directors, Audit Committee Chairman and Shareholders' Representatives as their Proxy for the meeting:

Mr. Jim Ovia, CON	-	Chairman
Mr. Jeffrey Efeyini	-	Director
Prof. Chukuka S. Enwemeka	-	Director
Mr. Gabriel Ukpeh	-	Director
Engr. Mustafa Bello	-	Director
Dr. Al-Mujtaba Abubakar	-	Director
Dr. Omobola Ibadapo-Obe Ogunfowora	-	Director
Mr. Henry Oroh	-	Director
Mr. Dennis Olisa	-	Director
Dr. Temitope Fasoranti	-	Director
Mr. Ahmed Umar Shuaib	-	Director
Dame (Dr.) Adaora Umeoji	-	Deputy Managing Director
Mr. Ebenezer Onyeagwu	-	GMD/CEO
Mrs. Adebimpe Balogun	-	Chairman, Audit Committee
Sir. Sunny Nwosu	-	Shareholder Representative
Chief Timothy Adesiyun	-	Shareholder Representative
Dr. Umar Farouk	-	Shareholder Representative
Mr. Nonah Awoh	-	Shareholder Representative
Mr. Boniface Okezie	-	Shareholder Representative
Mrs. Bisi Bakare	-	Shareholder Representative

The meeting would also be accessible to all members virtually on the Bank's website and our social media platforms to avoid the need for physical gathering involving large number of persons.