



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Ninth Annual General Meeting of Zenith Bank Plc will hold at the Shehu Musa Yar'Adua Centre, 1, Memorial Drive (Opposite Sheraton Hotels & Towers), Abuja, FCT at 9.00 a.m. on Monday the 16th day of March, 2020 to transact the following business:-

### ORDINARY BUSINESS

1. To present and consider the Bank's Audited Accounts for the financial year ended 31st December, 2019, the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To approve the appointments of the following:
  - (i) Dr. Al-Mujtaba Abubakar – Independent Non-Executive Director
  - (ii) Mr. Henry Oroh – Executive Director.The Appointment of both Directors has been approved by the Central Bank of Nigeria. The profiles of the aforementioned Directors are available in the Annual Report and also on the Bank's website at [www.zenithbank.com](http://www.zenithbank.com)
4. To re-elect the following Directors who retire by rotation and have offered themselves for re-election:
  - (i) Prof. Oyewusi Ibidapo-Obe
  - (ii) Umar Shuaib
  - (iii) Dr. Temitope Fasoranti
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. That the remuneration of the Directors of the Bank for the year ending December 31, 2020 be and is hereby fixed at N20 million only.
8. That Mr. Jeffrey Efeyini and Prof. Oyewusi Ibidapo-Obe, who have both attained the age of 70 years be elected a Non Executive Director and an Independent Non Executive Director of the Bank respectively.

**Dated this 21<sup>st</sup> day of February, 2020.**

### NOTES:

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 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 10th of March 2020, to enable the Registrar prepare for the payment of dividend.
3. **Dividend Warrants**  
If approved, dividend warrants for the sum of N2.50K for every share of 50K (bringing the total dividend for the financial year ended December 31, 2019 to N2.80K) will be paid via e-mandate on the 16th of March, 2020, to shareholders whose names are registered in the Register of Members at the close of business on 9th day of March 2020. 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 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 be forwarded to 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 13th day of March, 2020.
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 are available for viewing on the bank's website, [www.zenithbank.com](http://www.zenithbank.com)

### **By Order of the Board**

**MICHAEL OSILAMA OTU, ESQ.**  
Company Secretary/General Counsel  
Plot 87, Ajose Adeogun Street  
Victoria Island, Lagos