



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth 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 Tuesday the 16th day of March, 2021 to transact the following business:-

ORDINARY BUSINESS

1. To present and consider the Bank's Audited Accounts for the financial year ended 31st December, 2020, the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To elect the following Directors retiring by rotation:
 - (i) Mr. Gabriel Ukpeh
 - (ii) Mr. Jeffrey Efeyini
 - (iii) Mr. Henry Oroh
4. To ratify the appointment of Messrs PWC as External Auditors of the bank.
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. 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, 2021 be and is hereby fixed at N25 million only".

Dated this 22nd day of February, 2021

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' 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 15th March, 2021 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 9th March 2021, to enable the Registrar prepare for the payment of dividend.
3. **Dividend Warrants**

If approved, dividend warrants for the sum of N2.70K for every share of 50K (bringing the total dividend for the financial year ended December 31, 2020 to N3.00K) will be paid via e-mandate on the 16th March, 2021, to shareholders whose names are registered in the register of members at the close of business on the 8th day of March, 2021. 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 15th day of March, 2021.
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

By Order of the Board

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