



# ZENITH BANK PLC

PROXY FORM FOR THE 33<sup>rd</sup> ANNUAL GENERAL MEETING OF ZENITH BANK PLC TO BE HELD AT THE CIVIC CENTRE, OZUMBA MBADIWE STREET, VICTORIA ISLAND, LAGOS ON WEDNESDAY MAY 8, 2024 AT 9.00AM

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 on Wednesday, May 8, 2024 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 to members the Bank's Audited Financial Statements for the financial year ended December 31, 2023, the report of the Directors, Auditors, and Audit Committee thereon.		
2.	To declare a final dividend.		
3.	To elect Dr. Juliet Ehimuan as a Non-Executive Director.		
4.	To re-elect the following Directors who retire by rotation. i) Dr. Al-Mujtaba Abubakar ii) Dr. Omobola Ibidapo-Obe Ogunfowora iii) Mr. Henry Oroh		
5.	To authorize the Directors to fix the remuneration of the Auditors.		
6.	To disclose the remuneration of the managers of the bank in line with the provisions of the Companies and Allied Matter Act, 2020.		
7.	To elect members of the Audit Committee.		
8.	That Engineer Mustafa Bello 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 resolutions: That the remuneration of the directors of the Bank for the year ending December 31, 2024 be and is hereby fixed at N40 Million Only for each Director.		
10.	That the issued Share Capital of the Company be and is hereby increased from N15,698,246,893.50 (Fifteen Billion, Six Hundred and Ninety Eight Million, Two Hundred and Forty Six Thousand, Eight Hundred and Ninety Three Naira, Fifty Kobo Only) divided into 31,396,493,787 (Thirty One Billion, Three Hundred and Ninety Six Million, Four Hundred and Ninety Three Thousand, Seven Hundred and Eighty Seven Naira) Ordinary shares of N0.50 Kobo each to N31,396,493,787 (Thirty One Billion, Three Hundred and Ninety Six Million, Four Hundred and Ninety Three Thousand, Seven Hundred and Eighty Seven Naira) by the creation of 31,396,493,787 (Thirty One Billion, Three Hundred and Ninety Six Million, Four Hundred and Ninety Three Thousand, Seven Hundred and Eighty Seven) ordinary shares of N0.50 Kobo each ranking pari-passu with the existing ordinary shares of the Company.		
11.	That the Board of Directors of the Company be and is hereby authorized to establish a capital raising programme in the Nigerian or International capital market of up to the authorised capital of the company, through the Issuance of ordinary shares, or preference shares, whether by way of a public offering, private placement, rights issue or both, or any Other method or combination of methods, in such tranches, series or proportions and at such dates, and conditions as may be determined by the Board subject to obtaining the requisite regulatory approvals.		
12.	That in the event of a Rights Issue, any shares not taken up by existing shareholders within the period stipulated under the Rights issue may be offered for sale to Other interested shareholders of the Bank on such terms and conditions as may be determined by the Directors subject to the approvals of the relevant regulatory authorities.		
13.	That Clause 6 of the Company's Memorandum of Association and Clause 9 of the Company's Articles of Association be and are hereby amended to reflect the new share capital of N31,396,493,787 (Thirty One Billion, Three Hundred and Ninety Six Million, Four Hundred and Ninety Three Thousand, Seven Hundred and Eighty Seven Naira) by the creation of the addition of up to 31,396,493,787 (Thirty One Billion, Three Hundred and Ninety Six Million, Four Hundred and Ninety Three Thousand, Seven Hundred and Eighty Seven) ordinary shares of N0.50 Kobo each ranking pari-passu with the existing ordinary shares of the Company bringing the total issued shares of the Company to 62,792,987,574 (Six Two Billion, Seven Hundred and Ninety Two Million, Nine Hundred and Eighty Seven Thousand, Five Hundred and seventy Four) ordinary shares of N0.50 Kobo each.		
14.	That at the conclusion of the Capital raising programme, the Directors be and hereby authorised to cancel any outstanding shares not required for the programme.		



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S/N	RESOLUTIONS	FOR	AGAINST
15.	That the Directors be and are hereby authorised to appoint such professional parties and advisers, work with any company or group and perform all such other acts and do all such other things as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any relevant regulatory authority.		

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 8th Day of April, 2024

\_\_\_\_\_  
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](mailto:enquiry@veritasregistrars.com), [veritasregistrars@veritasregistrars.com](mailto:veritasregistrars@veritasregistrars.com) and [michael.otu@zenithbank.com](mailto: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.

The meeting would also be accessible to all members virtually on the bank's website and our social media platforms.

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