

RISING TO THE CHALLENGE



33rd ANNUAL GENERAL
MEETING & EXTRAORDINARY
GENERAL MEETING

27 MAY 2021

Ecobank
The Pan African Bank

Notice of Meeting

Notice is hereby given that the Thirty-Third Annual General Meeting and an Extraordinary General Meeting of Ecobank Transnational Incorporated (ETI) will be held online on Thursday May 27, 2021 at 10.30am GMT to transact the following business:

I – Annual General Meeting

1. Approval of the accounts
2. Appropriation of the Profits
3. Renewal of the mandates of directors
4. Ratification of the co-option of a director
5. Renewal of the appointment of the joint auditors

II – Extraordinary General Meeting

Amendment of the Articles

COVID-19 guidelines

As a result of the significant public health concerns associated with the COVID-19 pandemic in the countries where Ecobank operates, certain restrictions have been issued on travels and public gatherings. In the interest of the safety of its shareholders, attendance at this year's General Meetings shall be online in accordance with the provisions of the Company's Articles of Association.

Shareholders who intend to attend the online meeting may register at <https://ecobank.com/agm> from Thursday May 13, 2021.

Shareholders are encouraged to submit in advance the proxy form attached duly completed indicating their voting intentions and deposit same at Ecobank Transnational Incorporated, 2365 Boulevard du Mono, B.P. 3261 Lomé, Togo, or send by email to AGM@ecobank.com by close of business on Wednesday May 26, 2021.

All relevant documents in connection with the meeting are available to all shareholders from the date of this notice at the Registered Office of the Company at the address above as well as on the Company's website.

Dated this 30th day of April 2021.

By Order of the Board of Directors



Madibinet Cisse
Company Secretary

Draft Resolutions

I – Annual General Meeting Resolutions

1. Approval of the Accounts

The General Meeting approves, without any reservation, the accounts of the Company for the financial year ended on 31 December 2020. The General Meeting discharges the Directors and the Auditors from all liabilities in relation to any act or action performed by them with respect to the affairs of the Company for the financial year ended 31 December 2020.

2. Appropriation of the profits

The General Meeting approves the appropriation of the Company's profits for the year ended 31 December 2020 as follows:

Profit after tax	: USD 200.9 million
Profit distributable	: USD 200.9 million
Transferred to retained earnings	: USD 200.9 million

3. Renewal of the mandates of directors

The General Meeting notes that Messrs Alain Nkontchou, Brian Kennedy and David O'Sullivan have completed their terms of office as Directors and renews their mandates for another 3 years ending on the anniversary of their appointments as Directors.

4. Ratification of the Co-option of a Director

The General Meeting notes and ratifies the co-option of Mr. Herve Assah, as Director for a term of three (3) years ending on the third anniversary of his co-option as Director.

5. Renewal of the appointment of the Joint Auditors

The General Meeting hereby approves the re-appointment of the Joint Auditors, Deloitte Nigeria, and Grant Thornton, Côte d'Ivoire for a term of six(6) years ending on the day of the Annual General Meeting that will approve the accounts for the 2026 financial year, subject to the amendment of the Articles of Association of the Company.

The General Meeting authorises the Board of Directors to fix the remuneration of the Joint Auditors.

Draft Resolutions

II –Extraordinary General Meeting Resolutions

Amendment of the Articles

The Extraordinary General Meeting resolves to amend the Company's Articles of Association as follows:

To expunge any reference to the term of external auditors in Article 36(2) which will thereafter read as follows:

Article 36(2)

The auditors shall be appointed by the Company in General Meeting.

Resumes of proposed Directors

Mr. Herve Assah (61)

(Congolese)

Hervé S. Assah is a national of Congo-Brazzaville with 35 years' experience as a senior executive in various fields, including investment banking (corporate finance, project finance and structured finance) and development finance for regional institutions and governments, which has put him at the center of many innovative Public-Private Partnerships, mostly in infrastructure and mineral resources. He is the Managing Partner of Æquaria, a fund management company focused on growth companies in sub-Saharan Africa. After working, half way between industry and banking, as a Deputy Director with the Thales Group's in-house Investment Bank in Paris, Herve Assah moved fully to banking with Deutsche Bank's Emerging Markets Group in New York, London and with BNP-Paribas in the same city. There, Hervé led and participated in the teams that originated, structured financing, corporate investment opportunities for debt and equity investments and providing advisory services for large export-oriented companies across Latin America, the Middle-East and Africa.

Over the past decades, Hervé worked 25 years for the World Bank Group including IFC's Oil Gas and Mining Investment Department at the cutting edge of project finance and filled several senior official positions before culminating in the Finance Competitiveness and Innovation Global Practice, where he advised governments on strategic sectors of the economy with the objective of improving their competitiveness and attracting increased foreign direct investments. During that tenure, he went on secondment to the African Development Bank as the AfDB's Country Manager for Nigeria and Ecowas. He also became a seasoned Non-Executive Director with Africa Reinsurance Corporation and West Africa Development Bank.

Hervé has an MBA in finance from the Wharton School, University of Pennsylvania, an MSc in International Economics and Finance from Paris Sorbonne University, and a Master of Management and Business Administration from the Institut Supérieur de Gestion, Business School, Paris.

Proxy Form

I/We _____ Name in block letters)

of _____ (Address in block letters)

(a) shareholder (s) of Ecobank Transnational Incorporated

do hereby appoint _____

or failing him/her, the Chairman of the meeting as my/our proxy to represent me/us at the 33rd Annual General Meeting and an Extraordinary General Meeting of shareholders will be held online on Thursday May 27, 2021 at 10.30am GMT and at any adjournment thereof.

Date: _____ Signature: _____

Please indicate below how you wish your proxy to be executed.

	For	Against	Abstain
I – Annual General Meeting			
1. Approval of the Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appropriation of the Results	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Renewal of the mandates of Directors			
a) Brian Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Alain Nkontchou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) David O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of the co-option of a director			
a) Herve Assah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Renewal of the Appointment of the Joint Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

II – Extraordinary General Meeting

Amendment of the Articles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Date: _____ Signature: _____

To be valid, this Proxy Form must be filled, signed and lodged at the Registered Office of the Company, 2365 Boulevard du Mono, B.P.3261 Lomé, Togo, or send by email to AGM@ecobank.com by close of business on May 26, 2021.

If executed by a body corporate, this Proxy Form should bear the common seal of the body corporate and the signature of duly authorised officer(s).

Ecobank

The Pan African Bank



Ecobank Transnational Incorporated
The Pan African Centre
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B.P. 3261, Lomé – Togo
www.ecobank.com