WEMA BANK
RC 575

Notice of 2019 AGM
Annual General Meeeting

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of Wema Bank Plc will be held at the **5th Floor, Wema Towers, 54, Marina Lagos** on Monday, May 18, 2020 at 11:00am to transact the following business:

Ordinary Business

1. To lay before the meeting the Audited Financial Statements for the year ended December 31, 2019 together with the reports of the Directors, Auditors and Audit Committee thereon;

2. To declare a dividend;

3. To re-elect the following Directors as Non-Executive Directors;
   a. Mrs. Abolanle Matel-Okoh – Non-Executive Director
   b. Mrs. Omobosola Ojo – Independent Non-Executive Director

4. To authorize the Directors to fix the remuneration of the Auditors;

5. To elect members of the Audit Committee.

Proxy

Shareholders should kindly note that following the Government directive restricting public gathering due to the COVID-19 pandemic, the Corporate Affairs Commission has granted approval for the AGM to hold by proxy to minimise physical contact and ensure public health and safety. Quorum for the meeting can therefore be formed either by physical attendance or by proxy.

A member entitled to attend and vote at the General Meeting is therefore entitled to appoint a proxy to attend and vote in his/her stead. The names of suggested proxies are:

a. Babatunde Kasali - Chairman
b. Ademola Adebise – Managing Director
c. Samuel Durojaye – Non-Executive Director

A blank proxy form is attached to the Annual Report and also available on the Company's website at www.wemabank.com and the Registrars website at www.gtlregistrars.com. In line with the Corporate Affairs Commission's Guidelines, shareholders are advised to send their completed proxy forms to the office of the Company Secretary, Wema Bank Plc. 54, Marina Lagos or send soft copies to companysecretariat@wemabank.com or proxy@gtlregistrars.com not later than May 8, 2020 to enable the bank to stamp the proxy forms at the Bank's expense.

Dated this 23rd day of April 2020

By Order of the Board

Johnson Lebile
Company Secretary
FRC/2019/NBA/00000019017
54, Marina,
Lagos.

Notes

a. Dividend Payment and Closure of Register

If the proposed dividend of recommended by the Directors is approved by members at the AGM, the dividend will be payable less withholding tax on May 18, 2020 to shareholders who are on the Company's Register of Members at the close of business on Wednesday, May 6, 2020. Shareholders who have completed the e-dividend Mandate forms will receive a direct credit of the dividend into their bank accounts.

Notice is therefore given that the Register of Members and Transfer Books will be closed from Thursday, May 7, 2020 to Tuesday, May 12, 2020 (both days inclusive) for the purpose of preparing an up-to-date Register.

b. Statutory Audit Committee

In accordance with section 359(5) of the Companies and Allied Matters Act Cap C20 Laws of the Federation of Nigeria 2004, any shareholder may nominate another shareholder for appointment to the Audit Committee. All nominations of members for appointment to the Audit Committee should reach the Company Secretary at least 21 days before the Annual General Meeting via companysecretariat@wemabank.com.

Kindly note that the provisions of the Codes of Corporate Governance issued by the Securities and Exchange Commission (SEC) and Central Bank of Nigeria has indicated that some members of the Committee should be knowledgeable in internal control processes.

Consequently, all nominations should be accompanied by a copy of the nominee's detailed resume disclosing requisite qualifications.

c. Rights of Shareholders to ask questions

Shareholders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting on any item contained in the Annual Report and Accounts. Please send questions and comments to the Company's Secretarial Department, Wema Bank Plc, 54 Marina Lagos not later than 11th day of May 2020.

d. Unclaimed Dividends

A list of such unclaimed dividends will be circulated with the Annual Reports and Financial Statements. Members concerned are advised to contact the Registrars at 274, Murtala Mohammed Way, Yaba Lagos State.

e. E-Dividend

Pursuant to the directive of the Securities and Exchange Commission, notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of e-dividend. A detachable application form for e-dividend to enable shareholders furnish particulars of their accounts to the Registrar as soon as possible is attached to the Annual report for convenience. The form can also be downloaded from the company's website at www.wemabank.com or from Greenwich Registrars & Data Solutions website at www.gtlregistrars.com

f. Biographical Details of Directors for Re-election/Election

The profiles of the directors standing for election or re-election are available in the Annual Report and on the Company's website.

g. Live Streaming of the AGM

The AGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at www.wemabank.com

h. The 2019 Annual Report and Accounts of the Company shall be made available on the Company's website at www.wemabank.com

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Proxy Form

Annual General Meeting to be held at Wema Towers, 54, Marina, Lagos on Monday, 18 May, 2020 at 11:00am

I/We* _____

being member/members of Wema Bank Plc hereby appoint** _____

or failing him the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held on Monday, 18 May, 2020 and at any adjournment thereof.

SHAREHOLDER'S SIGNATURE & DATE

SHAREHOLDER'S NAME

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

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To lay before the meeting the Audited Financial Statements for the year ended 31st December, 2019 together with the reports of the Directors, Auditors and Audit Committee thereon;	☐	☐
2	To declare a dividend	☐	☐
3.	To re-elect the following Directors as Independent Non-Executive Director / Non-Executive Directors; Mrs. Omobosola Ojo ☐ Mrs. Abolanle Matel-Okoh ☐	☐	☐
4.	To authorize the Directors to fix the remuneration of the Auditors;	☐	☐
5.	To elect members of the Audit Committee;	☐	☐

ADMISSION CARD

ANNUAL GENERAL MEETING to be held at Wema Towers, 54, Marina, Lagos on Monday, 18 May, 2020 at 11:00am

Shareholder's Name (Surname & Other Names) _____

Shareholder's Account No.

No. of Shares

IMPORTANT

SIGNATURE OF PERSON ATTENDING

DATE SIGNED.

D D / M M / Y Y Y Y

(a) Before posting the proxy form, please tear off this part and retain it. A person attending the Annual General Meeting of the Company of his proxy should produce this card to secure admission to the meeting.

(b) Write your name in Block Letters on the proxy form where marked (*) and the name of your proxy where marked (**) and ensure the proxy form is dated and signed.

(c) Write your name in Block Letters on the proxy form where marked (*), and the name of your proxy where marked (**) and ensure the proxy form is dated and signed.

(d) It is a requirement of the Stamp Duties Act, Cap 411, Laws of the Federation of Nigeria, 1990 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of the shareholders must bear a stamp duty.

(e) The proxy form when completed must be deposited at the office of the Registrars, Greenwich Registrars & Data Solutions Limited, 274, Murtala Muhammed Way, Yaba, Lagos not less than 48 hours before the time fixed for the meeting.

(f) If proxy form is executed by a company, it should be sealed under its common seal or under the hand and seal of its Attorney.