



# ECOBANK TRANSNATIONAL INCORPORATED ANNUAL GENERAL MEETING

Wednesday, June 3, 2026



Ecobank Pan African Centre,  
2365 Boulevard du Mono, Lomé, Togo

## NOTICE OF MEETING

Notice is hereby given that the thirty-eighth Annual General Meeting of Ecobank Transnational Incorporated (ETI) will be held at **the Conference Centre, Ecobank Pan African Centre, 2365 Boulevard du Mono, Lomé, Togo, on Wednesday, June 3, 2026, at 10:30 am GMT**, to transact the following business:

1. Approval of the Accounts
2. Appropriation of the Profits
3. Renewal of mandates of Directors
4. Ratification of the co-option of a Director
5. Election of a Director
6. Appointment of external Auditors

Any shareholder may attend and vote at the meeting or appoint a proxy to do so on his/her behalf.

Shareholders are encouraged to submit in advance their proxy forms 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](mailto:AGM@ecobank.com) by close of business on **Tuesday, June 2, 2026**.

The proxy form and other 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 ([www.ecobank.com](http://www.ecobank.com)).

Shareholders may submit questions in advance of the General Meeting by sending an email to [AGM@ecobank.com](mailto:AGM@ecobank.com)

Dated this 13<sup>th</sup> day of May 2026  
By Order of the Board of Directors



Madibinet Cisse  
Company Secretary

# DRAFT RESOLUTIONS

## 1. Approval of the Accounts

The General Meeting approves, without any reservation, the accounts of the Company for the financial year ended December 31, 2025. 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 December 31, 2025.

## 2. Appropriation of the Profits

The General Meeting approves the appropriation of the Company's profits of USD 114 million for the year ended December 31, 2025, as indicated hereunder, and the payment of dividends to shareholders registered as at closure of Company's share register in accordance with the rules of the stock exchanges on which the Company's shares are listed:

Profit for the year	USD114 million
Profit Distributable	USD114 million
Total dividend ordinary shares only	USD 40 million - being 0.16 US cents (\$0.0016) per share
Transfer to Retained earnings	USD74 million

## 3. Renewal of mandates of Directors

- The General Meeting notes that Ecowas Bank for Investment & Development (EBID) represented by Dr. George Agyekum Nana Donkor, Mr. Simon Dornoo and Professor Enase Okonedo have completed their terms of office and renews their mandates for another three (3) years ending at the Annual General Meeting that will approve the accounts of the 2028 financial year.
- The General Meeting notes that Mr. Deepak Malik, the nominee of Arise B.V (Arise), has completed his term of office and renews his mandate for a third term ending on the ninth (9<sup>th</sup>) anniversary of his co-option as Director.
- The General Meeting notes that Mr. Jeremy Awori, the Chief Executive Officer of the Company has completed his term of office and renews his mandate for another three (3) years ending on the sixth(6<sup>th</sup>) anniversary of his co-option as a Director.

## 4. Ratification of the co-option of a Director

The General Meeting hereby ratifies the co-option of Dr. Ayo Adepoju as an Executive Director of the Company for a term of three (3) years ending on the third (3<sup>rd</sup>) anniversary of his co-option as a Director.

## 5. Election of a Director

The General Meeting hereby appoints Mrs. Cathia Lawson Hall to the Board as a Director for a term of three (3) years ending at the Annual General Meeting that will approve the accounts of the 2028 financial year.

## 6. Appointment of External Auditors

- The General Meeting hereby authorises the appointment of Grant Thornton Togo, (represented by Mr. Gbedjeha Kodjovi Germain) as substantive external auditor of the Company for a term of one (1) year ending on the day of the Annual General Meeting that will approve the accounts for the 2026 financial year.  
The General Meeting authorises the Board of Directors to fix the remuneration of the additional external auditor.
- The General Meeting hereby appoints Africa Audit-Services Conseil (2AS-CONSEIL), (represented by Mr. Alassanni Moussoulimi), as alternate external auditor of the Company for a term of five (5) years ending at the Annual General Meeting that will approve the accounts for the 2030 financial year.  
The General Meeting authorises the Board of Directors to fix the remuneration of the external auditor.

# 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 38<sup>th</sup> Annual General Meeting of shareholders that will be held at **the Conference Centre, Ecobank Pan African Centre, 2365 Boulevard du Mono, Lomé, Togo, on Wednesday June 3, 2026, at 10.30 am GMT** and at any adjournment thereof.

Date: ..... Signature: .....

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

	FOR	AGAINST	ABSTAIN
<b>1. Approval of the Accounts</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Appropriation of the results</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Renewal of mandates of Directors</b>			
a) EBID (represented by Dr George Donkor)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Mr. Simon Dornoo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Prof Enase Okonedo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Mr. Deepak Malik (Arise Nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Mr. Jeremy Awori	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Ratification of the co-option of a Director</b>			
a) Dr Ayo Adepaju	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Appointment of a Director</b>			
a) Mrs. Cathia Lawson Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>6. Appointment of External Auditors</b>			
a) Grant Thonton Togo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) 2 AS-CONSEIL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 sent by email to AGM@ecobank.com by close of business on June 2<sup>nd</sup>, 2026.

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).



## RESUME OF PROPOSED DIRECTORS

### **Dr. Ayo Adepoju**

Dr. Ayo Adepoju currently serves as the Group Chief Financial Officer of Ecobank Transnational Incorporated and has over two decades of extensive professional experience in financial leadership, strategic planning, treasury management, investor relations, and enterprise-wide performance management within complex and multi-jurisdictional environments.

Prior to his current role, he served as Group Head of Business Performance and Analytics, where he played a pivotal role in shaping the Group's financial strategy and strengthening performance management. He also previously served as Group Financial Controller, with responsibility for Group financial reporting and regulatory compliance. Before joining Ecobank, Dr. Adepoju built a distinguished career at PricewaterhouseCoopers (PwC) in London and Lagos as an Assurance Manager within the Financial Services practice.

Dr. Adepoju holds a First-Class Honours degree in Accounting from the University of Lagos, Nigeria, where he graduated as the best graduating student in his faculty. He also holds a Master of Business Administration from Warwick Business School, United Kingdom, and a Ph.D. in Organizational Leadership from Regent University, Virginia, United States. He is an alumnus of the Advanced Management Programme of Harvard Business School.

He is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN), where he received national overall best prize awards, a Fellow of the Chartered Institute of Management Accountants (CIMA), United Kingdom, an Associate Member of the Chartered Institute of Taxation of Nigeria (CITN), an Associate Member of the Chartered Institute of Directors of Nigeria (M.CIoD). He has further strengthened his executive leadership capabilities through advanced programmes at London Business School, Wharton Business School, and Harvard Business School.

Dr. Adepoju is an author and has published articles on organizational leadership. He also brings over a decade of boardroom experience, particularly in non-executive roles, contributing to strategic oversight and strengthening corporate governance practices.

### **Mrs. Cathia Lawson Hall**

Mrs. Cathia Lawson Hall is a strategic advisor and independent board director with more than 25 years of international experience in banking, capital markets, corporate finance and governance across Africa, Europe and North America. She brings a combination of senior executive leadership, deep financial expertise and extensive boardroom experience gained at major listed companies, financial institutions and development finance institutions across the world.

She is the founder of CAT, a strategic advisory firm providing counsel to companies and public institutions on governance, strategic transactions, complex financial operations and business development.

Prior to this, Mrs. Cathia Lawson Hall spent her executive career at Société Générale, where she held senior leadership roles in Debt Capital Markets for corporate clients across Europe before serving as Head of Corporate and Investment Banking for Africa from 2015 to 2023. In that role, she advised sovereigns, financial institutions and leading corporates across the continent on financing, capital structure and strategic transactions in complex regulatory environments.

Her board experience spans the full range of board committee responsibilities, including audit, remuneration, ESG, governance and nomination, and finance and risk oversight, reflecting a comprehensive approach to corporate governance and strategic stewardship. She currently serves as an independent board director of Universal Music Group, Endeavour Mining and Eurazeo. At Endeavour Mining, she chaired the ESG Committee until May 2026 and currently chairs the Remuneration Committee. Until April 2026, she served on the board of Vivendi, where she chaired the Audit Committee for 11 years, and until May 2026 on the board of Havas. She also served as an independent board member of Agence Française de Développement, France's development finance institution, from 2020 to 2024. In West Africa, she previously served on the boards of Société Générale Côte d'Ivoire and Société Générale Bénin-Togo, bringing direct governance experience in the UEMOA banking market.

Mrs. Cathia Lawson Hall holds a Maîtrise and a Diplôme d'Études Approfondies in Finance with Research on Advanced Corporate Finance, Université Paris Dauphine-PSL, France.





**ECOBANK TRANSNATIONAL INCORPORATED**  
**THE PAN AFRICAN CENTRE**  
**2365, BOULEVARD DU MONO**  
**B.P. 3261, LOMÉ – TOGO**

**[WWW.ECOBANK.COM](http://WWW.ECOBANK.COM)**