



Republic Bank (Ghana) Limited

Head Office

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the 29th Annual General Meeting of Republic Bank (Ghana) Limited (the "Company") will be held virtually and streamed live to all Shareholders from the Accra City Hotel, Barnes Road, Accra at 14:30 GMT (2:30 pm) on Thursday, 23rd July 2020 to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive and adopt the Annual Report and Audited Financial Statements of the Company (and its Subsidiaries) for the year ended 31st December 2019 together with the Directors' and Auditors' Reports thereon.
2. To re-elect Directors:-
 - (i) Mr. Michael Addotey Addo
 - (ii) Mr. Ebenezer Tetteh Tagoe
 - (iii) Mr. Paul King Aryene.
3. To authorize Directors to fix the remuneration of the Auditors for the year 2020.

SPECIAL BUSINESS

To consider and if thought fit to pass the following Special Resolutions - All Subject to Regulatory Approval:

Name Change

- (i) That the name of the Company be changed from "Republic Bank (Ghana) Limited" to "Republic Bank (Ghana) Public Limited Company" (or in using the abbreviated legal suffix, "Republic Bank (Ghana) PLC") to comply with Section 21(1)(b) of the Companies Act, 2019 (Act 992).
- (ii) That Regulation 1 of the Regulations of the Company which reads, "The name of the Company is Republic Bank (Ghana) Limited", be deleted and replaced with the following as a new Regulation 1:-
"The name of the Company is Republic Bank (Ghana) Public Limited Company."
- (iii) That Regulation 53 be amended by deleting the name, "Republic Bank (Ghana) Limited" and replacing it with the name:-
"Republic Bank (Ghana) Public Limited Company".

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email@republicghana.com. www.republicghana.com

Mr. Charles William Zwennes – Chairman | Mr. Farid Antar – Managing Director
Mr. Nigel Mark Baptiste | Mr. David Dulal-Whiteway | Mr. David Addo-Ashong | Mr. Michael Addotey Addo
Mr. Arimeyaw Saley Ibn Saeed | Mr. Paul King Aryene | Mr. Ebenezer Tetteh Tagoe

Virtual/Hybrid Meetings

II. (i) That Regulations 48 and 49 be merged to read as a new Regulation 48(1) and 48(2) respectively.

(ii) That a new Regulation 49 be inserted to read as follows:

"49) General Meetings may be by physical participation or virtual participation to include telephonic or electronic or other online communication means ("virtual meeting") or by a combination of physical participation and virtual participation ("hybrid meeting") and a member who establishes a virtual communication link to a virtual or hybrid meeting in the manner prescribed in the notice convening the meeting shall be deemed to be present at that meeting."

III. (i) That Regulation 59 of the Regulations be renumbered as Regulation 59(1)

(ii) That a new Regulation 59(2) be inserted in the Regulations (Constitution) to read:-

"59(2)...Where the meeting is a virtual or hybrid meeting, voting shall be in accordance with the procedures for voting as described in the notice convening the meeting."

Circulation of Reports

IV. That Regulation 45 be extended by appending to the end of the paragraph the following:-
"45)Provided always that the requirement for circulation of the financial statements and reports shall be satisfied by adopting as many as possible of the following modes, namely:-

- (a) sending electronic versions by electronic means;
- (b) publishing in a widely circulating daily newspaper after giving prior notice of publication (date and newspaper);
- (c) publishing the full electronic version of the annual report on the Company's website and informing members and debenture holders of the same;
- (d) making a limited number of hard copies of the annual report available at the grounds of the Annual General Meeting."

NOTE:

General

In compliance with the restrictions on public gatherings in force pursuant to the Imposition of Restrictions Act, 2020 (Act 1012) and consequent Regulatory Directives/Guidelines, attendance and participation by all members and or their proxies at this year's Annual General Meeting of the Company shall be strictly virtual (by online participation).

A member who is unable to attend the general meeting is entitled to appoint a proxy to attend (by online participation) and vote on his/her behalf. A proxy need not also be a member.

Proxy Forms may be obtained by contacting the Company's Registrars at UMB, Kwame Nkrumah Avenue, Sethi Plaza, Adabraka, Accra or at registrars@myumbbank.com or from the Company's website at www.republicghana.com/ investor-relations.

Proxies may be deposited at the Company's Registered Office at Ebankese, No. 35, 6th Avenue, North Ridge, Accra or via email to email@republicghana.com at any time prior to the commencement of the meeting in accordance with the Company's Regulations.

An electronic version of the Company's Financial Statements, Directors' and Auditors' Reports for the year ended 31st December 2019 were published in The Daily Graphic and The Ghanaian Times on the 30th of March 2020. The full Annual Report may be accessed at the Company's website at www.republicghana.com/investor-relations/annual-report/.

Accessing and Voting at the Virtual AGM

A unique token number will be sent to Shareholders by email and/or SMS from the 9th of July 2020 to provide access to the meeting. Shareholders who do not receive their tokens can contact the Registrar on registrars@myumbbank.com or call 0302 220952 or 0302 226112 any time after the 10th of July 2020 but before the date of the AGM to be sent their unique tokens.

Shareholders who have not already submitted their current email addresses should submit / update their email addresses and records with the Company's Registrar at Registrar Services, UMB, 123 Kwame Nkrumah Avenue, Sethi Plaza, Adabraka, Accra or at registrars@myumbbank.com as soon as possible.

To gain access to and vote at the virtual AGM, Shareholders must visit <https://republicbankghagm.com> and input their unique token number on Thursday 23rd July, 2020. Shareholders who do not submit proxy forms to the Registrar prior to the meeting may vote electronically during the AGM using their unique token number.

Further assistance in accessing the meeting and voting electronically can be found on <https://republicbankghagm.com>

Members may also please contact the Registrars at:
UMB Registrar Services, 123 Kwame Nkrumah Avenue
Sethi Plaza, Adabraka, Accra
TEL: 0302 220952 or 0302 226112
EMAIL: registrars@myumbbank.com

Dated this 25th day of June 2020

**COMPANY SECRETARY
BY ORDER OF THE BOARD**