

1. NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT there will be an Extra-ordinary General Meeting of Agricultural Development Bank Limited (the "Company") to be held at the National Theatre, Accra at Eleven O'clock in the forenoon (11.00 am) on Thursday, 20th December, 2018 to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To pass a resolution dispensing with the statutory notice for general meeting.
2. To ratify the appointment of Directors.
3. To approve Directors' remunerations.
4. To ratify the appointment of Ernst & Young as Auditors
5. To authorize Directors to fix the remuneration of the Auditors for the year 2018.

SPECIAL BUSINESS

1. To authorize Directors to increase the stated capital of the Company to meet the new minimum capital requirement of GHS400,000,000 set by the Bank of Ghana, through a renounceable rights issue to raise, in the minimum, GHS383,000,000 subject to applicable regulatory approvals, and to use other capital raising methods to raise the needed capital to cover any shortfall that may result from the rights issue.
2. To authorize the conversion of a subordinated debt of GHS150, 000,000 owed the Bank of Ghana into equity as part of the capital raising process.
3. To authorize Directors, subject to applicable rules, to determine the modalities of the renounceable rights issue.

NOTE:

A Member who is unable to attend the General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member.

A proxy form is attached herewith to enable you exercise your vote if you cannot attend. The form should be completed and deposited at the Company's Registrars, Central Securities Depository at Cedi House, Liberia Road, Accra, or at the Company's Registered Office at Accra Financial Centre, 3rd Ambassadorial Development Area, Ridge-Accra.

Proxies may be deposited at the addresses indicated herein at any time during working hours prior to the commencement of the meeting in accordance with the Company's Regulations.

All relevant documents in connection with the meeting are available to shareholders from the date of this notice on the Company's website (www.adb.com.gh) and at the Company's Registered Office aforesaid.

Dated this 11th day of December 2018.

JAMES. K. AGBEDOR
COMPANY SECRETARY
BY ORDER OF THE BOARD