

ECOBANK GHANA LIMITED

AMENDED NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of Ecobank Ghana Limited will be held virtually and streamed live on <https://www.ecobankghAGM.com> from the Head Office of Ecobank Ghana Limited, 2 Morocco Lane, Off Independence Avenue, Ministerial Area, Accra on Friday the 7th day of August, 2020 at 10.30am to transact the following business of the company.

AGENDA

(Ordinary Business)

1. TO CONSIDER AND ADOPT the Statement of Accounts of the Company for the year ended 31st day of December, 2019 together with the Reports of the Directors and Auditors thereon.

2. TO DECLARE a Dividend.

3. TO RATIFY the appointment of a Director.

4. TO RE-ELECT Directors

5. TO AUTHORISE the Directors to fix the remuneration of the Auditors. (Special Business)

6. TO CONSIDER and if thought fit, pass the following resolutions which will be proposed as Special Resolutions:

a. That rule 1 of the Company's Constitution be amended in accordance with section 21 (1) (b) of the Companies Act, 2019 (Act 992) to read as follows:

1. The name of the company is Ecobank Ghana PLC

b. That rule 41 of the Company's Constitution be amended to read as follows:

41. The Company shall pay interest on unclaimed dividends where mandated so to do by law and such interest shall be calculated in accordance with the Company's policy.

c. That rule 42 of the Company's Constitution be amended to read as follows:

42. Any dividend unclaimed for such period as may be prescribed by any applicable law shall be dealt with by the Company in accordance with the provisions of the law relating to unclaimed dividends.

d. That rule 48 of the Company's Constitution be amended to read as follows:

48. General Meetings of the Company may be held anywhere by physical face to face meetings and/or virtually/by electronic means.

e. That rule 69A of the Company's Constitution be amended to read as follows:

69A The Directors may meet together in Ghana or elsewhere by physical face to face meetings and/or virtually/by electronic means for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and delegate any of their powers to committees consisting of such member or members of their body as they think fit; but any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

f. That the Constitution of the Company be amended to bring it into conformity with the provisions of the Companies Act, 2019 (Act 992).

DATED AT ACCRA THIS 15TH DAY OF JULY, 2020.

BY ORDER OF THE BOARD

AWURAA ABENA ASAFO-BOAKYE (MRS.)
(COMPANY SECRETARY)

NOTES

A. Virtual AGM - COVID-19 Guidelines

1. In accordance with the restrictions on public gatherings in force pursuant to the Imposition of Restrictions Act, 2020 (Act 1012), attendance and participation by all members and/or their proxies in the Annual General Meeting of the company this year, shall be strictly virtual/by electronic means (online participation).

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her/ its stead via electronic means (online participation). A proxy need not be a member of the Company.

3. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting via electronic means (online participation). The proxy appointment shall be deemed revoked in this event.

4. A proxy form can be downloaded from the website of the Company (www.ecobank.com) and should be completed and sent via email to shareregistry@gcb.com.gh or deposited with the Registrars at GCB Bank Limited, Registrar's Office, No. 2 Thorpe Road, P.O. Box 134, Accra no later than 3.00pm on Wednesday 5th August, 2020.

B. Accessing, Participating and Voting at the Virtual AGM

1. A unique token number shall be sent to all members by email, SMS or by post from 16th July, 2020 to allow for access to the virtual meeting platform: <https://www.ecobankghAGM.com>

2. Members who do not receive their unique token numbers may, between 24th July, 2020 and 1st August, 2020, contact the Registrars of the Company at GCB Bank Limited, Registrar's Office, No. 2 Thorpe Road, High Street, Accra, on telephone number 0302 668712 / 0244-338508 / 0244-358514 / 0244-318079 or via email to shareregistry@gcb.com.gh to obtain their unique token numbers.

3. Members shall be required to visit <https://www.ecobankghAGM.com> on Friday, 7th August, 2020 and input their unique token number in order to be able gain access and participate in the virtual AGM.

4. Members who do not submit proxy forms to the Registrar of the Company before the AGM can vote via electronic means using their unique token numbers.

5. Members are encouraged to submit their questions ahead of the AGM via email to EGHAGM@ecobank.com

C. Further Information

The Annual Report of the Company and further information on accessing, participating and voting at the virtual AGM are available at <https://www.ecobankghAGM.com>

For further information, please contact the Registrar

GCB Share Registry

GCB Bank Ltd

No. 2 Thorpe Road,

P.O. Box 134,

Accra

Telephone No. 0302 668712 / 0244-338508 / 0244-358514 / 0244-318079

Email to shareregistry@gcb.com.gh

PROXY FORM

I/WE, being a Member of the above-named Company hereby appoint..... or failing him/her the Chairman of the Meeting as my/our Proxy to vote on my/our behalf at the virtual **Annual General Meeting (AGM)** of the Company to be held on 7th August, **2020 at 10:30 am prompt.**

DATED THE.....DAY OF....., 2020.

.....
MEMBER

This Form is to be used in favour of/against the Resolution set out in the Agenda.

ORDINARY RESOLUTIONS

	FOR	AGAINST
1. TO ADOPT ACCOUNTS	<input type="checkbox"/>	<input type="checkbox"/>
2. TO DECLARE A DIVIDEND	<input type="checkbox"/>	<input type="checkbox"/>
3. TO RATIFY the appointment of the following Director: MRS. PATIENCE ENYONAM AKYIANU	<input type="checkbox"/>	<input type="checkbox"/>
4. TO RE-ELECT the following Directors who have retired MR. TERENCE RONALD DARKO	<input type="checkbox"/>	<input type="checkbox"/>
DR. EDWARD BOTCHWAY	<input type="checkbox"/>	<input type="checkbox"/>
MRS. FELICITY ACQUAH	<input type="checkbox"/>	<input type="checkbox"/>
MR. HENRY DODOO-AMOO	<input type="checkbox"/>	<input type="checkbox"/>
DR. OHENE AKU KWAPONG	<input type="checkbox"/>	<input type="checkbox"/>
DR. JOHN OFORI-TENKORANG	<input type="checkbox"/>	<input type="checkbox"/>

5. **TO AUTHORISE** Directors to fix remuneration of the Auditors.

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SPECIAL RESOLUTIONS

6. **TO CONSIDER** and if thought fit, pass the following resolutions which will be proposed as Special Resolutions:

TO AMEND the Constitution as follows:

- (a) 1 To alter the name of the Company
- (b) 41 To allow for interest to be paid on unclaimed dividends
- (c) 42 To deal with unclaimed dividends in accordance with the law
- (d) 48 To allow for General Meetings virtually/via electronic means
- (e) 69A To allow for Meetings of Directors virtually/via electronic means
- (f) To bring the Constitution of the company into conformity with the Companies Act, 2019 (Act 992)

Please indicate with an "X" in the spaces above how you wish your vote to be cast. Unless otherwise instructed, the Proxy will vote as he thinks fit.

If executed by a body corporate, this Proxy Form should be completed by the signature of a duly authorized Officer and should be accompanied by a resolution in accordance with Section 11 of Schedule 8 of the Companies Act, 2019 (Act 992).

To be valid, this Proxy Form must be completed and sent together with any authority under which it is signed via email to shareregistry@gcb.com.gh or deposited with the Registrars at GCB Bank Limited, Registrar's Office, No. 2 Thorpe Road, P.O. Box 134, Accra no later than 3.00pm on Wednesday 5th August, 2020.