

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 57th Annual General Meeting of United Bank for Africa Plc will hold at the Eko Hotels and Suites, Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos State on Tuesday, April 23, 2019 at 10:00AM to transact the following business:

ORDINARY BUSINESS

- 1. To receive the audited Accounts for the year ended December 31, 2018 together with the reports of the Directors, Auditors and the Audit Committee thereon
- 2. To declare a dividend
- 3. To elect/re-elect Directors
- 4. To authorise the Directors to fix the remuneration of the Auditors
- 5. To elect members of the Audit Committee

NOTES

1. Proxy

A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. To be valid, a proxy form must be duly stamped at the Stamp Duties office and returned to the Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, Nigeria, not less than 48 hours prior to the time of the meeting.

2. Dividend Payment

If the dividend recommended by the Directors is approved, dividend will be paid electronically on Tuesday, April 23, 2019 to all shareholders whose names are registered in the Company's Register of Members as at the close of business on Tuesday, April 2, 2019, and who have completed the e-dividend registration and have mandated the Registrar to pay dividend directly into their bank accounts.

3. Closure of Register of Members

The Register of Members will be closed between Wednesday, April 3, 2019 and Tuesday, April 9, 2019, for the purpose of paying dividend.

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

Biographical details of Directors seeking election/re-election are provided in the Annual Report.

5. Questions from Shareholders

Shareholders and other holders of the Company's securities reserve the right to ask questions not only at the meeting, but also in writing prior to and after the meeting on any item contained in the Annual Reports and Accounts. Please send questions to investorrelations@ubagroup.com.

6. Audit Committee

The Audit Committee consists of three shareholders and three Directors. Any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Secretary of the Company at least twenty-one days before the Annual General Meeting. The Securities and Exchange Commission's Code of Corporate Governance provides that members of the Audit Committee should have basic financial literacy and should be able to read financial statements. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

Dated this 20th day of March, 2019.

By Order of the Board.

Bili A. Odum **Group Company Secretary** 57 Marina, Lagos FRC/2013/NBA/0000001954

