

April 19, 2024

Lagos, Nigeria

RESOLUTIONS PASSED AT THE SECOND ANNUAL GENERAL MEETING OF ACCESS HOLDINGS PLC

At the second Annual General Meeting of Access Holdings Plc held at the Balmoral Convention Centre, Federal Palace Hotel, 6-8, Ahmadu Bello Way, Victoria Island, Lagos on April 19, 2024, at 10:00 a.m., the following resolutions were proposed and duly passed:

A. ORDINARY BUSINESS/ORDINARY RESOLUTIONS

1. That the Company's Audited Financial Statements for the year ended December 31, 2023, and the Reports of the Directors, Auditor, Board Evaluation Consultants and Audit Committee thereon be and are hereby approved.
2. That a final dividend of N1.80 kobo per ordinary share of 50 kobo each for the year ended December 31, 2023 be declared and paid to all shareholders whose names appeared on the Register of Members of the Company at the close of business on April 10, 2024, subject to the deduction of appropriate withholding tax.
3. That Mr. Aigboje Aig-Imoukhuede, offering himself for election, be and is hereby elected as a Non-Executive Director.
4. That Mr. Olusegun Ogbonnewo, offering himself for re-election, be and is hereby re-elected as a Non-Executive Director.
5. That Mrs. Ojinika Olaghere, offering herself for re-election, be and is hereby re-elected as a Non-Executive Director.
6. That the Directors be and are hereby authorized to fix the remuneration of the Auditors at a fee to be agreed by the Board of Directors.
7. That the remuneration of the Managers of the Company, as disclosed in the Annual Report and Accounts, be and is hereby noted by the meeting.
8. That the Audit Committee be and is hereby composed of the under-listed 3 Shareholders and 2 Directors, in line with the requirements of Section 404 of the Companies and Allied Matters Act, 2020:

No.	Audit Committee Member	Designation
1.	Mr. Henry Omatsola Aragho, FCA	Shareholder Representative
2.	Mr. Idaere Gogo-Ogan	Shareholder Representative
3.	Mr. Akindele Gbogboade, FCA	Shareholder Representative
4.	Mr. Abubakar Jimoh, CFA	Board Representative
5.	Mrs. Ojinika Olaghere, FCA	Board Representative

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Board of Directors
Chairman: Mr. Aigboje Aig-Imoukhuede
Acting Group Chief Executive Officer: B Agbade
Executive Directors: L. Bamisebi
Independent Non-Executive Directors:
F Bello-Ismail, A Jimoh
Non-Executive Directors: O Olaghere,
O Ogbonnewo, R Ogbonna, O Kumapayi

B. SPECIAL BUSINESS/ORDINARY RESOLUTIONS

9. That the Company and its related entities ("the Group") be and are hereby granted a General Mandate in respect of all recurrent transactions entered with a related party or interested person, provided such transactions are of a revenue or trading nature or are necessary for the Company's day-to-day operations.

This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held.

10. That the Directors' fees for the financial year ending December 31, 2024, and for succeeding years until reviewed by the Annual General Meeting be and are hereby fixed at N59,345,000.00 (Fifty-Nine Million, Three Hundred and Forty-Five Thousand Naira Only).

11. That the Issued Share Capital of the Company be and is hereby increased from N17,772,612,811.00 (Seventeen Billion, Seven Hundred and Seventy-Two Million, Six Hundred and Twelve Thousand, Eight Hundred and Eleven Naira Only) divided into 35,545,225,622 (Thirty-Five Billion, Five Hundred and Forty-Five Million, Two Hundred and Twenty-Five Thousand, Six Hundred and Twenty-Two) ordinary shares of N0.50 Kobo each to N26,658,919,216.50 (Twenty Six Billion, Six Hundred and Fifty-Eight Million, Nine Hundred and Nineteen Thousand, Two Hundred and Sixteen Naira, Fifty Kobo Only) by the creation of 17,772,612,811.00 (Seventeen Billion, Seven Hundred and Seventy-Two Million, Six Hundred and Twelve Thousand, Eight Hundred and Eleven) ordinary shares of N0.50 Kobo each ranking pari-passu with the existing ordinary shares of the Company.

12. That the Board of Directors of the Company be and is hereby authorized to establish a capital raising programme of up to US\$1,500,000,000.00 (One Billion, Five Hundred Million, United States Dollars) or its equivalent, through the issuance of ordinary shares, preference shares, Alternative Tier 1, convertible and/or non-convertible notes, bonds or any other instruments, whether by way of a public offering, private placement, rights issue, book building process or any other method or combination of methods, in such tranches, series or proportions and at such dates, coupon or interest rates within such maturity periods and upon such terms and conditions as may be determined by the Board subject to obtaining the requisite regulatory approvals.

13. That the Company be and is hereby authorised to raise capital of up to N365,000,000,000.00 (Three hundred and Sixty-Five Billion Naira) by way of a rights

issue on such terms and conditions and on such dates as may be determined by the Directors, subject to obtaining the approvals of the relevant regulatory authorities.


14. That any shares not taken by existing shareholders within the period stipulated under the Rights Issue may be offered for sale to other interested shareholders of the Company on such terms and conditions as may be determined by the Directors subject to the approvals of the relevant regulatory authorities.

C. SPECIAL BUSINESS/SPECIAL RESOLUTION

15. That Clause 6 of the Company's Memorandum of Association and the Share Capital Article in the Company's Articles of Association be and are hereby amended to reflect the new share capital of N26,658,919,216.50 (Twenty-Six Billion, Six Hundred and Fifty-Eight Million, Nine Hundred and Nineteen Thousand, Two Hundred and Sixteen Naira, Fifty Kobo Only) by the creation and addition of up 17,772,612,811 (Seventeen Billion, Seven Hundred and Seventy-Two Million, Six Hundred and Twelve Thousand, Eight Hundred and Eleven) ordinary shares of N0.50 Kobo each ranking pari-passu with the existing ordinary shares of the Company bringing the total issued shares of the Company to 53,317,838,433 (Fifty-Three Billion, Three Hundred and Seventeen Million, Eight Hundred and Thirty-Eight Thousand, Four Hundred and Thirty-Three) ordinary shares of N0.50 Kobo each.

D. SPECIAL BUSINESS/ORDINARY RESOLUTION

16. That the Directors be and are hereby authorised to appoint such professional parties and advisers and perform all such other acts and do all such other things as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any relevant regulatory authority.


SUNDAY EKWOCHI
COMPANY SECRETARY