

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Second Annual General Meeting of Zenith Bank Plc will hold at the Banquet Hall, The Civic Centre, Ozumba Mbadawe Street, Victoria Island, Lagos State at 10.00 a.m. on the 24th day of April, 2013 to transact the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31st December, 2012, the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To elect/re-elect Directors.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To elect members of the Audit Committee.
6. To approve the remuneration of the Directors for the year ending December 31, 2013.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following as ordinary resolution:

7. "That Chief Mrs Chinyere Edith Asika, who has attained the age of 70 years be elected as an independent Director of the Bank".

Dated this 30th day of January, 2013.

NOTES:

1. PROXY:

A member of the company entitled to attend and vote at the general meeting is entitled to appoint a proxy in his stead. All instruments of proxy should be completed, stamped and deposited at the office of the Company's Registrars, Zenith Registrars Limited, 89A, Ajose Adeogun Street, Victoria Island, Lagos State not later than 48 hours before the time of holding the meeting. A proxy need not be a member of the company.

2. Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from 15th April, 2013 to 19th April, 2013 (both dates inclusive), to enable the Registrar prepare for the payment of dividend.

3. Dividend Warrants

If approved, dividend warrants for the sum of N1.60K for every share of 50K will be posted on 24th April, 2013, to shareholders whose names are registered in the Register of Members at the close of business on 12th April, 2013, while shareholders who have provided relevant accounts will be credited same day.

4. Audit Committee

In accordance with Section 359(5) of the Companies and Allied Matters Act, 1990, any shareholder may nominate another shareholder for appointment to the Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least 21 days before the Annual General Meeting.

5. Unclaimed Dividend Warrants and Share Certificates

Shareholders are hereby informed that a number of share certificates and dividend warrants have been returned to the Registrars as "unclaimed". A list of unclaimed dividend will be circulated with the Annual Report and Financial Statements. Any member affected by this notice is advised to write to or call at the office of the Bank's Registrars, Zenith Registrars Limited, Plot 89A Ajose Adeogun Street, Victoria Island, Lagos during normal working hours.

6. E-Dividend

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment. Detachable application forms for e-dividend and e-bonus are attached to the Annual Report to enable all shareholders furnish the particulars of their bank accounts/CSCS details to the Registrars as soon as possible.

By Order of the Board



MICHAEL OSILAMA OTU, ESQ.
Company Secretary
Plot 84, Ajose Adeogun Street
Victoria Island, Lagos