



Wema Bank

Wema Bank Plc RC 575

Notice of 2012 Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2012 Annual General Meeting of Wema Bank Plc will be held at Shell Hall, Muson Centre, 8/9 Marina, Onikan, Lagos on Friday, August 16, 2013 at 11:00am to transact the following businesses:

ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the year ended December 31, 2012 together with the reports of the Directors, Auditors and Audit Committee thereon;
2. To elect/re-elect Directors;
3. To authorize the Directors to fix the remuneration of the Auditors;
4. To elect members of the Audit Committee.
5. To approve the Remuneration of Directors;

SPECIAL BUSINESS

6. That the directors be and are hereby authorized, subject to obtaining the approvals of relevant regulatory authorities to raise additional debt capital of such amount as shall be appropriate for the business of the Bank, either locally or internationally, through the issuance of tenured bonds, irredeemable preference shares, notes, equity or debts (or a combination of both) loans in any currency whether or not convertible to shares, or any other methods, in one or more tranches, and at such interest rates, pricing and terms to be determined by the Directors as they deem appropriate.

PROXY

A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.

A proxy form is supplied with the Notice and if it is to be valid for the purpose of the meeting, it must be completed and deposited at the office of the Registrars not less than 48 hours before the time fixed for the Annual General Meeting.

CLOSURE OF REGISTER AND TRANSFER BOOKS

The Register of Members and Transfer Books will be closed between Monday, August 5th and Monday, August 12th, 2013 both dates inclusive for the purpose of preparing an up-to-date Register.

AUDIT COMMITTEE

In accordance with section 359(5) of the Companies and Allied Matters Act Cap C20 Laws of the Federation of Nigeria 2004, any shareholder may nominate another shareholder for appointment to the Audit committee. All nominations of members for appointment to the Audit Committee should reach the Company Secretary at least 21 days before the Annual General Meeting.

The Central Bank of Nigeria's Code of Corporate Governance has indicated that some members of the committee should be knowledgeable in internal control processes. We therefore request that the nominations should be accompanied by a copy of the nominee's resume.

Wole Ajimisinmi

Company Secretary
FRC/2013/NBA/00000002116
54, Marina,
Lagos.

Dated the 22nd day of July, 2013.

For further enquiries: +234 (0) 80 3900 3700 +234 (0) 70 5111 2111 purpleconnect@wemabank.com



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