



Intercontinental  
BANK

## A Subsidiary of Access Bank Plc

IN THE FEDERAL HIGH COURT OF NIGERIA  
HOLDEN AT LAGOS

SUIT NO. FHC/L/CS/1419/2011

IN THE MATTER OF THE INVESTMENTS AND SECURITIES ACT NO. 29 OF 2007  
AND  
IN THE MATTER OF AN APPLICATION UNDER PART XII THEREOF

IN RE:

1. ACCESS BANK PLC (RC 125384) 1ST APPLICANT
2. INTERCONTINENTAL BANK PLC (RC 125352) 2ND APPLICANT

### MEETING OF THE HOLDERS OF THE FULLY PAID ORDINARY SHARES OF INTERCONTINENTAL BANK PLC

**NOTICE IS HEREBY GIVEN** that by an Order of the Federal High Court (hereinafter referred to as the "Court") dated the 2nd day of December, 2011, made in the above matter, the Court has directed that a meeting of the holders of the fully paid up ordinary shares of Intercontinental Bank Plc (hereinafter referred to as "Intercontinental Bank") be convened for the purpose of considering, and if thought fit, approving (with or without modification) a Scheme for the proposed merger of Access Bank Plc and Intercontinental Bank (the "Scheme").

The Scheme is explained in detail in the Explanatory Statement on pages 16 to 22 of the Scheme Document, which is being sent to the shareholders.

The meeting of the shareholders of Intercontinental Bank will be held on the 30th day of December 2011 at Main Hall, Lagoon Restaurant, Ozumba Mbadiwe Street, Victoria Island, Lagos at 10.00 am at which place and time all the aforesaid shareholders are requested to attend.

At the meeting, the following sub-joined resolutions will be proposed and if thought fit passed as special resolutions of the company:

1. "That this Meeting approves the Scheme for the proposed merger of Access Bank Plc and Intercontinental Bank Plc dated the 1st day of December, 2011, a print of which has been submitted to the Meeting and for the purposes of identification subscribed by the Chairman, and that the Directors be and are hereby authorised to consent to any modifications of the Scheme of Merger that the Securities & Exchange Commission, the Central Bank of Nigeria and the Federal High Court may deem fit to impose and approve."
2. "That all the assets, liabilities and undertakings of Intercontinental Bank Plc, including its real properties and intellectual property rights be transferred to Access Bank Plc without further act or deed as provided in the Scheme in consideration for the issuance and allotment of an appropriate number of fully paid ordinary shares of Access Bank Plc to the shareholders of Intercontinental Bank Plc as set out in the Scheme."
3. "That the entire share capital of Intercontinental Bank Plc be cancelled and that Intercontinental Bank Plc be dissolved without being wound up."
4. "That the certificate of Incorporation of Access Bank Plc shall be the certificate of incorporation of the resultant company."
5. "That the Board of Directors of Intercontinental Bank Plc be and is hereby authorized to take all actions as may become necessary to effect the Scheme."

By the said Order, the Court has appointed the Chairman of the Board of Directors of Intercontinental Bank, Mr. Aigboje Aig-Imoukhuede, or failing him the Managing Director, Mr. Victor Etuokwu or failing them both any other director appointed in their stead by the shareholders present at the meeting to act as Chairman of the said meeting and has directed the Chairman to report the results thereof to the Court.

The said Scheme of Merger will be subject to subsequent approval of the Securities and Exchange Commission and the Central Bank of Nigeria and to the sanction of the Court.

Voting at the meeting will be by poll. Shareholders may vote in person or they may appoint any other person, whether a shareholder or not, to act as proxy and to attend and vote in their stead.

A proxy form is being sent to each shareholder. In the case of joint shareholders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority will be determined by the order in which their names stand in the Register of Members of Intercontinental Bank.

It is requested that forms appointing proxies be lodged at the office of the Company Secretary as shown on the proxy form, not less than 48 hours before the time appointed for the Meeting.

Please note that the lodging of the proxy form does not prevent you from attending the meeting and voting should you wish to do so. However, in such arrangement, your proxy will not be entitled to vote.

A member entitled to attend the Meeting who does not receive a copy of the Scheme Document within 14 days of the date of this notice can obtain copies of same from the Registrars of Intercontinental Bank, Intercontinental Registrars Limited, 274 Murtala Mohammed Way, Alagomeji, Yaba, Lagos.

The Register of Members will be closed on the 16th day of December, 2011 for the purpose of attendance at the Court-Ordered Meeting.

DATED THE 2ND DAY OF DECEMBER, 2011  
PAUL USORO & CO.  
PLOT 1668B OYIN JOLAYEMI STREET,  
VICTORIA ISLAND, LAGOS  
(SOLICITOR TO INTERCONTINENTAL BANK PLC)