

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **64th Annual General Meeting of United Bank for Africa Plc** (the "Company") will hold virtually via <https://www.ubagroup.com/2026AGM> on **Monday, May 25, 2026, at 10:00 A.M.** to transact the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2025, together with the Reports of the Directors, Auditors and the Audit Committee thereon.
2. To re-elect the following Directors retiring by rotation:
 - 2.1 Mrs. Caroline Anyanwu
 - 2.2 Mr. Emmanuel N. Nnorom
 - 2.3 Mrs. Henrietta Ugboh
3. To authorize the Directors to fix the remuneration of the Auditors for the 2026 financial year.
4. To disclose the remuneration of Managers of the Company
5. To elect members of the Statutory Audit Committee.

SPECIAL BUSINESS

6. To fix the remuneration of Non-Executive Directors.
7. That Clause 6 of the Company's Memorandum of Association and Article 10 of the Company's Articles of Association be and are hereby amended to reflect the new share capital of the company by substituting the words and figures N22,500,000,000.00 divided into 45,000,000,000 ordinary shares of 50k each, and replacing same with the following words and figures N22,098,087,652.50 divided into 44,196,175,305 ordinary shares of 50k each, respectively.
8. That in compliance with the Rule of the Nigerian Exchange Limited (NGX) governing transactions with Related Parties or Interested Persons, the Company and its related entities ("The Group") be and are hereby granted a General Mandate in respect of all recurrent transactions entered into 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.

NOTES

1. Proxy

A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. For the appointment of the proxy to be valid, a proxy form must be completed, duly stamped by the Commissioner of Stamp Duties and deposited either at the office of the Company's Registrars, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos Nigeria, or via email at cxc@africaprudential.com not later than 48 hours before the fixed time of the meeting.

2. Profiles of Directors for Re-election

The profiles of Mrs. Caroline Anyanwu, Mr. Emmanuel N. Nnorom and Mrs. Henrietta Ugboh who will be retiring by rotation and seeking re-election are provided in the Annual Report.



3. **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 Report and Accounts. Please send all questions to investorrelations@ubagroup.com.

4. **Unclaimed Dividend Warrants and Share Certificates**

Shareholders are hereby informed that a number of share certificates and dividend warrants which were returned to the Registrars as unclaimed are still in the custody of the Registrars. A list of all unclaimed dividend will be circulated with the Annual Report and Financial Statements. Any shareholder affected by this notice is advised to contact the Company's Registrars, Africa Prudential Plc, at 220B Ikorodu Road, Palmgrove, Lagos, or via email at cxc@africaprudential.com to lay claim.

5. **Audit Committee**

In accordance with Section 404(3) of the Companies and Allied Matters Act 2020, the Audit Committee shall consist of five members comprising of three Shareholders and two Non-Executive Directors. Section 404(6) of the Act also provides that any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one days before the Annual General Meeting. The Financial Reporting Council's Nigerian Code of Corporate Governance provides that all members of the Audit Committee should be financially literate and be able to read and understand financial statements. Consequently, a detailed curriculum vitae confirming the nominee's qualification should be submitted with each nomination.

6. **Voting by Related Parties or Interested Persons**

In accordance with the provisions of Rule 20.8 (c) (8) of the Rules Governing Related Party Transactions of The Exchange, interested persons have undertaken to abstain, and ensure that their proxies, representatives, or associates shall abstain from voting on resolutions 8 above.

7. **Closure of Register of Members**

The register of members and transfer books of the Company would be closed from Tuesday May 12, 2026, to Friday May 15, 2026 (both dates inclusive) to enable the Registrar to make necessary preparations for the Annual General Meeting.

Dated this 24th day of April 2026

By Order of the Board.

Bili A. Odum

Group Company Secretary
57 Marina, Lagos
FRC/2013/PRO/NBA/002/00000001954

