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ANNUAL
REPORT

Your Simpler, Smarter Bank.



NOTICE OF 51ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 51st Annual General Meeting of Union Bank of Nigeria Plc will be held in The Auditorium, Stallion Plaza (9th Floor), 36 Marina, Lagos on Tuesday 5th May 2020 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Group Financial Statements for the financial year ended 31st December 2019 together with the reports of the Directors, Auditor, Board Appraiser and Statutory Audit Committee thereon.
2. To declare a dividend for the financial year ended 31st December 2019.
3. To elect/re-elect Directors.
4. To appoint Messrs. Ernst and Young as the External Auditor.
5. To authorise the Directors to fix the remuneration of the Auditor.
6. To elect/re-elect members of the Statutory Audit Committee.

NOTES

a) PROXY

All members are advised that due to the COVID-19 Pandemic, attendance shall be by way of proxy, subject to the quorum provisions in the Company's Articles of Association, and the names of the proxies have been provided in the Proxy Form.

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in its, his or her stead. A proxy need not be a member of the Company. A proxy form is supplied with this Notice. For a completed proxy form to be valid for the purpose of the meeting, it must be duly stamped by the Commissioner of Stamp Duties and deposited at the office of the **Company Registrar, CardinalStone Registrars Limited, 358 Herbert Macaulay Way, Yaba, Lagos or should be signed and forwarded via e-mail to registrars@cardinalstone.com** not less than forty-eight (48) hours before the meeting.

b) STATUTORY AUDIT COMMITTEE

Any member may nominate a shareholder for election as a member of the Statutory Audit Committee by giving notice in writing of such nomination, attaching the curriculum vitae of the nominee to the Company Secretary at least twenty-one (21) days before the Annual General Meeting.

Shareholders are enjoined to note that the Securities and Exchange Commission requires members of the Statutory Audit Committee to have basic financial literacy and an ability to read financial statements.

c) CLOSURE OF REGISTER

The Register of Members and Transfer Books of the Company will be closed from 27th April 2020 to 30th April 2020 (both days inclusive) for the purpose of preparing an updated Register of Members.

d) PAYMENT OF DIVIDEND

If the dividend of twenty-five (25) Kobo per N0.50 ordinary share recommended by Directors is approved by members at the Annual General Meeting, the dividend payments will be made on 6th May 2020 to members whose names appear in the Register of Members at the close of business on 24th April 2020.

e) RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Pursuant to Rule 19.12 (c) of the Nigerian Stock Exchange's Rulebook, kindly note that it is the right of every shareholder to ask questions at the Annual General Meeting and in writing prior to the meeting. We therefore urge that such questions be submitted to the Company Secretary not later than two (2) weeks before the date of the meeting.

f) 2019 FINANCIAL STATEMENTS (WEB LINK)

Shareholders can access the 2019 Financial Statements on the Bank's website by using the following link:
<https://www.unionbankng.com/annualreport2019>

BY ORDER OF THE BOARD

Somuyiwa Adedeji Sonubi

Company Secretary
FRC/2013/NBA/00000002061
Union Bank of Nigeria Plc
Stallion Plaza
36 Marina
Lagos

Dated this 12th day of February, 2020



PROXY FORM UNION BANK OF NIGERIA PLC 51st ANNUAL GENERAL MEETING

<p style="text-align: center;">I/We</p> <div style="border: 1px solid black; height: 40px; width: 100%; margin-bottom: 10px;"></div> <p>Being a member/members of UNION BANK OF NIGERIA PLC hereby appointor failing him/her MRS. BEATRICE HAMZA BASSEY or failing her, MR. EMEKA EMUWA to be my/our proxy, to act and vote for me/us and on my/our behalf at the 51ST Annual General Meeting of the Company to be held in The Auditorium Stallion Plaza (9th Floor), 36 Marina, Lagos on Tuesday 5th May 2020 and at any adjournment thereof.</p> <p>As witness my/our hands this day of 2020</p> <p>Signed:</p> <p>NOTE: A member of the Company entitled to attend and vote at the 51st Annual General Meeting is entitled to appoint a proxy in its, his or her stead. All completed proxy forms should be deposited at the office of The Registrar, CardinalStone Registrars Limited, 358 Herbert Macaulay Way, Yaba, Lagos or should be signed and forwarded via e-mail to registrars@cardinalstone.com not less than forty-eight (48) hours before the time scheduled for holding the meeting. A proxy need not be a member of the Company.</p> <p>In the case of joint shareholders, any one of such shareholders may complete the form but the names of all joint shareholders must be stated.</p> <p>It is required by law under the Stamp Duties Act, Cap F8, Laws of the Federation of Nigeria, 2004 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear stamp duty at the appropriate rate, not adhesive postage stamps.</p> <p>If the shareholder is a corporation, this form must be under its common seal or under the hand of officers or an attorney duly authorized in that behalf.</p>	<p>I/We desire this proxy to be used in favour o f / o r against the resolution a s indicated alongside (Strike out which-ever i s n o t desired)</p>	ORDINARY BUSINESS			
		ORDINARY RESOLUTIONS		FOR	AGAINST
		1.	To receive and adopt the Audited Group Financial Statements for the financial year ended 31 st December 2019 together with the reports of the Directors, Auditor, Board Appraiser and Statutory Audit Committee thereon.		
		2.	To declare a dividend for the financial year ended 31 st December 2019.		
		3.	To elect/re-elect Directors.		
			A. To elect the following Director being the first Annual General Meeting since his appointment:		
			1. Mrs. Omolola Cardoso		
			2. Mr. Kenroy Dowers		
			3. Mr. Joseph Mbulu		
			B. To re-elect the following Directors who retire and are eligible for re-election:		
			1. Mrs. Obafunke Alade-Adeyefa		
			2. Mr. Ian Clyne		
			3. Mrs. Furera Isma Jumare		
			4. Mr. Adekunle Sonola		
		4.	To appoint Messrs. Ernst and Young as the External Auditor		
		5.	To authorise the Directors to fix the remuneration of the Auditor.		
		6.	To elect members of the Statutory Audit Committee.		
		Please indicate with "X" in the appropriate box how you wish your vote to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.			

BEFORE POSTING THE ABOVE CARD, KINDLY TEAR OFF THIS PART AND RETAIN IT.

**ADMISSION CARD
UNION BANK OF NIGERIA PLC
51st ANNUAL GENERAL MEETING**

PLEASE ADMIT ONLY THE SHAREHOLDER NAMED ON THIS CARD OR ITS/HIS/HER DULY APPOINTED PROXY TO THE 51st ANNUAL GENERAL MEETING BEING HELD IN THE AUDITORIUM STALLION PLAZA (9TH FLOOR) 36 MARINA LAGOS ON TUESDAY, 5th MAY 2020 AT 11:00AM

NAME OF SHAREHOLDER/PROXY..... SIGNATURE.....

ADDRESS.....

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRAR