



ZENITH BANK PLC

PROXY FORM FOR THE 34TH ANNUAL GENERAL MEETING OF ZENITH BANK PLC TO BE HELD AT THE CIVIC CENTRE, OZUMBA MBADIWE STREET, VICTORIA ISLAND, LAGOS ON TUESDAY APRIL 29, 2025 AT 9.00AM

I/We, being a member of Zenith Bank Plc hereby appoint.....
..... as our proxy to act and vote for us and on our behalf at the Annual General Meeting of the Company to be held on Tuesday, April 29, 2025 at 9.00 a.m. and at any adjournment thereof.

I/We desire this proxy to be used in favour of/or against the resolution as indicated below (strike out whichever is not desired).

S/N	RESOLUTIONS	FOR	AGAINST
1.	To present to members the Bank's Audited Financial Statements for the financial year ended December 31, 2024, the report of the Directors, Auditors, and Audit Committee thereon.		
2.	To declare a final dividend.		
3.	To approve the appointment of the following Directors: Pamela Mimi Yough – <i>Non-Executive Director</i> Adamu Saliu Lawani – <i>Executive Director</i> Louis Odom – <i>Executive Director</i>		
4.	To re-elect the following Directors who retire by rotation. i) Chuks Emma Okoh ii) Dr. Peter Bamkole iii) Mrs. Adobi Stella Nwapa iv) Mr. Akindele Ogunranti		
5.	To authorize the Directors to fix the remuneration of the Auditors.		
6.	To disclose the remuneration of the managers of the bank in line with the provisions of the Companies and Allied Matter Act, 2020.		
7.	To elect members of the Audit Committee.		
8.	That in compliance with the Rule of the Nigerian Exchange Limited 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.		
9.	To consider and if thought fit to pass the following as Ordinary resolution: That the remuneration of the directors of the Bank for the year ending December 31, 2025 be and is hereby fixed at N50 Million Only for each Director.		
10.	To consider and if thought fit pass the following resolution as special resolution: That following the cancellation of unissued shares of the company at conclusion of the capital raise, Clause 6 of the Company's Memorandum of Association and the relevant clause 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 N31,396,493,787 divided into 62,792,987,574 ordinary shares of 50k each, and replacing same with the following words and figures N20,534,915,000.50 divided into 41,069,830,001 ordinary shares of 50k each, respectively.		
11.	That the section titled " Directors " on page 19 in the Articles of Association of the Bank be and is hereby amended by substituting the following: "unless and until otherwise determined by the Bank by Ordinary Resolution, the Directors of the Bank shall not be less than Five (5) or more than Twenty (20) in number" to "unless and until otherwise determined by the Bank by Ordinary Resolution, the Directors of the Bank shall not be less than Seven (7) or more than Fifteen (15) in number."		
12.	"That in the interpretation section of the Memorandum and Articles of Association, reference to the "Act" (Companies and Allied Matters Act Cap 50, Laws of the Federation of Nigeria 1990 as amended or modified from time to time) should be amended to " Companies and Allied Matters Act No. 3 of 2020 (as amended from time to time) ".		

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 on his/her discretion.

Dated this 26th Day of March, 2025

Authorized Signatory

Name/Designation

NOTE

Please sign the Proxy Form and stamp at the Stamp Duties Office and forward by return email to enquiry@veritasregistrars.com, veritasregistrars@veritasregistrars.com and michael.otu@zenithbank.com or by depositing it at the office of the Company's Registrars, Veritas Registrars Limited, 89A, Ajose Adeogun Street, Victoria Island, Lagos State not later than 24 hours before the time fixed for the meeting. The Company will bear the cost of stamping of all the duly completed and signed proxy forms submitted within the stipulated time.

The meeting would also be accessible to all members virtually on the bank's website and our social media platforms.

A member who is unable to attend the Annual General Meeting is allowed to vote by Proxy.