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**AGRICULTURAL DEVELOPMENT BANK PLC
EXTRAORDINARY
GENERAL MEETING**



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Daasebre Akuamoah Agyapong II

Chairman

Dr. John Kofi Mensah

Managing Director

Mr. George Kwabena Abankwah Yeboah

Non- Executive Director

Hon. Mrs. Abena Osei-Asare

Non-Executive Director

Mrs. Mary Abla Kessie

Non-Executive Director

Prof. Peter Quartey

Non-Executive Director

Mr. Evron Rothschild Hughes

Non- Executive Director

Prof. Eric Yirenkyi Danquah

Non-Executive Director

Hon. Habib Iddrisu

Non-Executive Director

COMPANY SECRETARY

Mr. Godwyl Ansah

Accra Financial Centre

3rd Ambassadorial Development Area

P. O. Box 4191

Accra

REGISTERED OFFICE

Accra Financial Centre

3rd Ambassadorial Development Area

P. O. Box 4191 Accra

AUDITORS

Ernst & Young Chartered Accountants

60 Rangoon Lane Cantonments City

P. O. Box KA 16009, Airport

Accra, Ghana

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Agricultural Development Bank Plc will be held virtually and streamed live to shareholders on <https://agricbankagm.com> from the 4th Floor, Accra Financial Centre, Ridge, Accra at 11.00 a.m. on Friday November 25, 2022 to transact the following business:

1. To pass a resolution waiving the statutory notice required for this Extraordinary General Meeting and further consent that the business transacted at the meeting shall be as valid and of the same force and effect as if the meeting were held after due notice had been given.
2. To elect Mr. Alhassan Yakubu-Tali as a director of the company.

Dated this 17th day of November 2022

'BY ORDER OF THE BOARD
SGD.

GODWYLL ANSAH
COMPANY SECRETARY

NOTES:

1. Attendance and participation by members or their proxies in the meeting shall be by virtual means (i.e. through an electronic platform with audio-visual capacity which provides members or their proxies reasonable and fair opportunities to participate and engage with the directors and auditors);
2. A member who is unable to attend the General Meeting is entitled to appoint a proxy to attend and vote on his/ her/its behalf. A proxy need not be a member of the company;
3. A proxy form can be downloaded from www.agricbank.com and may be filled and sent via email to info@csd.com.gh or deposited at the Company's Registrar, Central Securities Depository on 4th Floor, Cedi House, Liberia Road, Accra, or posted to the Registrar at PMB CT 465 Cantonment, Accra to arrive at any time during working hours not less than forty-eight hours prior to the commencement of the meeting.
4. All relevant documents in connection with the meeting are available to shareholders from the date of this notice on the Company's website (www.agricbank.com).
5. Accessing and Voting at the Virtual EGM: A unique token number will be sent to shareholders by email and /or SMS from November 22, 2022 to give them access to the meeting. Shareholders who do not receive the token can contact the CSD on: info@csd.com.gh or call 0302 906576/0303 972254 any time after November 22, 2022 but before the date of the Extraordinary General Meeting (EGM) to be sent the unique token.
6. To gain access to the Virtual EGM, shareholders must visit: <https://agricbankagm.com> and input their unique token number on Friday, November 25, 2022. For shareholders who do not submit proxy forms to the Registrar of the Company prior to the meeting, they may vote electronically during the Virtual EGM again using their unique token number. Further assistance on accessing the meeting and voting electronically can be found on <https://agricbankagm.com>. For further information, please contact

The Registrar:
Central Securities Depository (CSD) Ghana Limited,
4th floor, Cedi House, Accra
Tel: (233) 0302 906576/0303 972254
Email: info@csd.com.gh

RESOLUTIONS TO BE PASSED AT THE EXTRAORDINARY GENERAL MEETING

The Board of Directors will propose the following resolutions, which will be put to the Extraordinary General Meeting for consideration and approval:

1. To pass a resolution waiving the statutory notice required for the meeting and further consent that the business transacted at the meeting shall be as valid and of the same force and effect as if the meeting were held after due notice had been given

The Board will seek from shareholders, a resolution waiving their right to a statutory notice of at least 21 days for the Extraordinary General Meeting and consent for the meeting to proceed as though due notice had been given and will propose the following resolution:

That the shareholders hereby waive the statutory notice required for the meeting and further consent that the business transacted at the meeting be deemed as valid and of the same force and effect as if the meeting were held after due notice had been given.

2. To elect Mr. Alhassan Yakubu-Tali as a director of the company.

Mr. Alhassan Yakubu-Tali was appointed the Deputy Managing Director of Agricultural Development Bank Plc in August 2017 and provides support to the Managing Director with oversight responsibility over the bank's business banking, agribusiness and banking operations divisions as well as the over eighty-four (84) retail outlets. He is principally in charge of the core operations and business units of the bank, with responsibility for the operational performance of the bank as well as creating an environment that promotes staff commitment to the organisational vision, mission and strategy.

He is a seasoned investment banker with over 19 years of international experience, spanning many multinational banks including HSBC, Lehman Brothers Investment Bank, Bank of Tokyo and Fimat International Bank. He has a strong foundation in economic principles with core competences in structuring financial transactions, asset and liability management, portfolio management, developing new businesses, equity and listed derivatives, retail banking, risk management and financial analysis.

As the executive with oversight responsibility over the Agribusiness Division; Alhassan chairs the ADB 1D1F Committee and is responsible for driving the bank's support for the 1D1F programme, which has seen the bank providing support to numerous companies to set up factories. With the bank refocusing and giving greater impetus to its core mandate of supporting Agribusiness, Alhassan is currently leading the drive to ensure that the bank increases its loan portfolio in Agribusiness in line with the bank's strategy.

Alhassan chairs the bank's Strategy Implementation Committee and is in charge of providing leadership to the strategy champions to achieve set objectives. At ADB, he provides leadership in building a fair and transparent performance culture in his capacity as the Chairman of the Performance Review Committee and Promotions Committee.

Alhassan serves on all Management Committees of the bank and represents the bank on the Board of Directors of Agridev Real Estates Limited, Cotton Development Authority and the Forestry Plantation Development Fund Management Board. He is result oriented, has exceptional skills in people management and adaptable to new organisational culture. He is a polyglot and speaks fluent English, German, Dagbani and Huasa.

In accordance with Section 172 of Act 992 and Clause 76 of the Constitution of the company, the Board will recommend that subject to all requisite regulatory approvals, he be so elected and will accordingly propose the following resolution:

That members hereby duly appoint Mr. Alhassan Yakubu-Tali as a director of the company.

PROXY FORM

I/We _____

_____ of _____ being

member(s) of Agricultural Development Bank Plc hereby appoint _____ or

failing him, DAASEBRE AKUAMOA AH AGYAPONG II, Chairman of Agricultural Development Bank Plc, P. O. Box 4191, Accra, as my/our proxy to vote for me/us on my/our behalf at the virtual Extraordinary General Meeting of the Company to be held on the 4th Floor, Accra Financial Centre, Accra at eleven o'clock (11:00am) in the forenoon on November 25, 2022 and at any adjournment thereof.

Please indicate with a tick in the space below how you wish your votes to be cast

Resolutions	For	Against	Abstain
1. That the shareholders hereby waive the statutory notice required for the meeting and further consent that the business transacted at the meeting be deemed as valid and of the same force and effect as if the meeting were held after due notice had been given.			
2. To elect Mr. Alhassan Yakubu-Tali as a director of the company.			

Dated this _____ day of _____ 2022

Signed _____

THIS FORM SHOULD NOT BE COMPLETED AND SENT TO THE SECRETARY IF THE SENDER WILL BE ATTENDING THE MEETING.

1. Provision has been made on the form for DAASEBRE AKUAMOA AH AGYAPONG II, the Chairman of the Meeting, to act as your Proxy but if you so wish, you may insert in the blank space the name of any person whether a member of the company or not who will attend the meeting and vote on your behalf instead of the Chairman.

2. In the case of joint holder, each holder must sign. In case of a company, the Proxy Form must be signed by a Director and its Common Seal appended.

If you intend to sign a Proxy, please sign the above Proxy Form and post/submit it to reach the Registrar, Central Securities Depository, Cedi House, Accra within 48 hours before the meeting.