

AGRICULTURAL DEVELOPMENT BANK LIMITED

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 33rd Annual General Meeting of Agricultural Development Bank Limited will be held virtually and streamed live to shareholders on <https://agricbankagm.com> from the 4th Floor, Accra Financial Centre, Ridge, Accra at 11.00am on Wednesday August 12, 2020 to transact the following business:

AGENDA

Ordinary Business

1. To receive and consider the financial statements and reports of Directors and Auditors for the year ended 31st December 2019;
2. To ratify the appointment of a Director
3. To re-elect Directors retiring by rotation
4. To approve the remuneration of Directors
5. To authorise the Directors to determine the remuneration of the Auditors for the financial year ending December 31, 2020

Special Business

6. **Name Change:** That Clause 1 of the Constitution be amended to change the name of the company from "Agricultural Development Bank Limited" to "Agricultural Development Bank Public Limited Company" (or using the abbreviated suffix, "Agricultural Development Bank PLC") in order to comply with Section 21 (1)(b) and 21(15) of the Companies Act, 2019 (Act 992);
7. **General Amendments to the Constitution of the Company:** To authorise the Directors to effect amendments to the company's Constitution so as to bring it in compliance and harmony with the Companies Act, 2019 (Act 992) and the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930);
8. **Amendment of the Constitution to incorporate Virtual Meetings:** To amend Clause 62 of the Constitution of the company to permit Directors to hold general meetings by virtual or hybrid means as and when they deem it necessary to do so.
9. **Service of notices, reports and financial statement etc:** To amend clause 62 of the Constitution of the company to incorporate service of notices, reports and financial statement etc. to members and Directors through one or more of the following means:
 - a. To a member or Director personally; or
 - b. Sending it through the post addressed to the member or Director at the registered address of the member or director; or
 - c. Leaving it for the member or Director with a person apparently over the age of sixteen years at that address, or
 - d. Sending it to the member or Director through electronic means; or

- e. Publishing the full electronic version of the notice, report or financial statement on the Company's website and informing members and debenture holders of same,

Dated this 20th day of July, 2020
BY ORDER OF THE BOARD
SGD.

GODWYLL ANSAH
COMPANY SECRETARY

NOTES:

1. Due to the corona virus pandemic and consequent restrictions on public gatherings pursuant to the Imposition of Restrictions Act, 2020 (Act 1012) and other regulations, 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 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. Members are encouraged to submit their questions ahead of the AGM via mail to info@csd.com.gh

Accessing and Voting at the Virtual AGM

A unique token number will be sent to shareholders by email and / or SMS from August 3rd, 2020 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 August 7th, 2020 but before the date of the AGM to be sent the unique token.

To gain access to the Virtual AGM, shareholders must visit : <https://agricbankagm.com> and input their unique token number on Wednesday, August 12, 2020. 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 AGM 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



ADB-Agricultural Development Bank



adb_Ghana



adbghana

www.agricbank.com • customercare@agricbank.com • 0302 210 210
Toll Free 0800 10034

adb
agricultural development bank
...truly agric and more

PROXY

I/We _____
of _____

being members of Agricultural Development Bank Limited hereby appoint _____
or failing him, MR. ALEX BERNASKO, Chairman of Agricultural Development Bank Limited, P. O. Box 4191, Accra, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the 4th Floor, Accra Financial Centre, Accra at eleven o'clock (11:00am) in the forenoon on the 12th August, 2020 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. Directors and auditors for the year ended 31st December 2019;			
2. To ratify the appointment of Mr. Evron Rothschild Hughes as a director	2		
3. To re-elect the following directors retiring by rotation:			
Alex Bernasko;	3(i)		
George Kwabena Abankwah-Yeboah;	3(ii)		
Hon. Mrs. Abena Osei-Asare	3(iii)		
4. To approve the remuneration of Directors	4		
5. To authorise the Directors to determine the remuneration of the Auditors for the financial year ending December 31, 2020	5		
6. That the name of the company be changed from "Agricultural Development Bank Limited" to "Agricultural Development Bank Public Limited Company" (or using the abbreviated suffix, "Agricultural Development Bank PLC") in order	6		
7. To authorise the directors to effect amendments to the company's Constitution (previously "Regulations") so as to bring it in harmony with the the Companies Act, 2019 (Act 992) and the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930);	7		
8. To authorise the directors to amend clause 62 the Constitution of the company to permit Directors to hold general meetings by virtual or hybrid means as and when they deem it necessary to do so.	8		

<p>9. To authorise the directors to amend clause 62 of the Constitution of the company to permit service of notices, reports and balance sheet/financial statement etc. to members and directors through one or more of the following means:</p> <ul style="list-style-type: none"> • To a member or director personally; or • Sending it through the post addressed to the member or director at the registered address of the member or director; or • Leaving it for the member or director with a person apparently over the age of sixteen years at that address, or • Sending it to the member or director through electronic means; or Publishing the full electronic version of the notice, report or • Publishing the full electronic version of the notice, report or balance sheet/financial statement on the Company's website and informing members and debenture holders of same, 	9			
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Dated this _____ day of _____ 2020

Signed _____

Proxy

Annual Report and Financial Statements

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 MR. ALEX BERNASKO, 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 .