

Ecobank Transnational Incorporated

Annual General Meeting and Extraordinary General Meeting

Notice of Meeting

Notice is hereby given that the twenty-sixth Annual General Meeting and an Extraordinary General Meeting of Ecobank Transnational Incorporated will be held at the Conference Centre, the Ecobank pan-African Centre, 2365 Boulevard du Mono, Lomé, Togo, on Monday, 30 June 2014 at 10.30am to transact the following business:

Annual General Meeting

1. Approval of the Accounts
2. Retirement of Directors
3. Election of Directors
4. Ratification of the Co-option of a Director
5. Re-appointment of the Joint Auditors

Extraordinary General Meeting

1. Amendments of the Company's Articles of Association

A member entitled to attend and vote at the meeting is entitled to appoint one proxy to attend and vote on his/her behalf.

All relevant documents in connection with the meeting are available to all shareholders from the date of this notice at the Registered Office of the Company at the address above as well as on the Company website (www.ecobank.com).

By Order of the Board of Directors,



Samuel K. Ayim
Company Secretary

Dated this 6th day of June 2014

ecobank.com

Ecobank
The Pan African Bank

Draft Resolutions

I – General Meeting Ordinary Resolutions

1. Approval of the Accounts

The General Meeting approves the accounts of the Company for the financial year ended on December 31, 2013. The General Meeting discharges the Directors and the Auditors from all liabilities in relation to any act or action performed by them with respect to the affairs of the Company for the financial year ended December 31, 2013 and approves that the loss of USD 7.6 million for the year ended December 31, 2013 be transferred to retained earnings account.

2. Retirement of Directors

The General Meeting notes the retirement of Messrs Sena Agbayissah, Kwasi Boatın, Assaad Jabre, Siphı Mseleku, and from the Board and hereby authorises the Board to pay the retiring non-executive directors final board fees as may be appropriate.

3. Election of Directors

The General Meeting resolves that Messrs Adesegun Akin-Olugbade, Andre Bayala, Emmanuel Ikazoboh, Tei Mante, and Kadita Tshibaka shall and are hereby, elected as Directors of the Company for a term of three (3) years ending on the day of the Annual General Meeting that will approve the accounts for the year 2016.

4. Ratification of the Co-option of a Director

The General Meeting notes and ratifies the co-option of Mr. Hewett Benson as Director for a term of three (3) years ending on the day of the General meeting that will approve the accounts for the year 2016.

5. Re-appointment of the Joint Auditors

The General Meeting hereby renews the appointment of the Joint Auditors, PricewaterhouseCoopers Abidjan, Côte d'Ivoire, and PricewaterhouseCoopers Lagos, Nigeria, for a term of one (1) year ending on the day of the Annual General Meeting that will approve the accounts for the 2014 financial year. The General Meeting authorizes the Board of Directors to fix the remuneration of the Joint Auditors.

II – Extraordinary General Meeting Special Resolutions

6. Amendment of the Company's Articles of Association

The Extraordinary General Meeting resolves to amend the Company's Articles of Association as follows:

Article 1

- a. To amend Article 1(2) to read as follows:

Article 1

- 2 The Company shall be a Pan-African Institution generally owned and managed, as far as practicable, by Africans and other investors and professionals who subscribe to the Pan-African ideals of the Company.

By pan-African is meant that the conduct of the business of the Company shall be guided by the principles of unity and solidarity of all African peoples everywhere as a basis for the economic, social, and political liberation, independence, integration, progress and prosperity of the African continent.

- b. To amend Article 37 to read as follows:

Article 37

1. The Directors may declare a dividend out of profits and retained earnings of the Company available for distribution to the shareholders and which shall from time to time be determined to be distributed by way of dividend.
2. The Directors may from time to time pay to the shareholders such interim dividends as appear to the Directors to be justified by the profits of the Company.
3. The Board of Directors shall set aside reserves out of the profits of the Company as follows:
 - a. Special Reserve of fifteen percent (15%) of the net profits of the financial year; and
 - b. Such other sums as it may think proper as general reserve.

Proxy Form

I / We _____ (Name in block letters)

of _____ (Address in block letters)

(a) member (s) of Ecobank Transnational Incorporated

do hereby appoint _____ of _____

or failing him/her, the chairman of the meeting as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of members to be held **the Conference Centre, the Ecobank Pan African Centre, 2365 Boulevard du Mono, Lomé, Togo, on Monday, 30 June 2014 at 10.30am** and at any adjournment thereof, and to vote or abstain from voting as indicated overleaf on the resolutions to be proposed at the meetings.

Date: _____ Signature: _____

If you so desire, please indicate below how you wish your proxy to be executed.

General Meeting Ordinary Resolutions	For	Against	Abstain
1. Approval of Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Retirement of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director			
a) Adesegun Akinjuwon Akin-Olugbade	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Andre Bayala	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Emmanuel Ikazoboh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Tei Mante	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Kadita Tshibaka representing IFC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of the Co-option of Directors Hewett Benson representing AMCON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointment of the Joint Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date: _____ Signature: _____

If executed by a body Corporate, this Proxy Form should bear the Common seal of the body Corporate and the signature of (a) duly authorized officer(s).

To be valid, this Proxy Form must be filled up, signed and lodged at the Registered Office of this Company, 2365 Boulevard du Mono, B.P 3261 Lomé, Togo, Fax (228) 22 21 51 19 not later than 5pm on the day preceding the meeting date or presented at the meeting place prior to commencement of the meeting.