

RC. 2457

UNITED BANK FOR AFRICA PLC

LEGAL SERVICES DIVISION

UBA House, 57 Marina, P.O. Box 2406, Lagos.
Tel: 2644651 - 700, 2642248 - 9, 2642269 Fax: 2644708
Telex Nos: 28493, 28496, 28489 & 28490
Cable: Mindo Bank
Swift: UNAFNGLA

82-4804

CS/GDR/0009/2003

January 8, 2003

The US Securities and Exchange Commission
Office of International Corporate Finance
450 Fifth Street NW
Mail Stop 3 - 9
Washington DC 20549
USA



Dear Sirs,

RE: UNITED BANK FOR AFRICA PLC
GDR PROGRAMME FILE NO. 82 - 4804

SUPPL

03 JAN 13 AM 1:52

In accordance with Rule 12g 3 - 2(b) of the Securities Exchange Act 1934 please find attached the following:

1. Copy of Form CO7 – "Particulars of Directors and of any changes therein" filed with the Corporate Affairs Commission in Nigeria pursuant to Section 292(4) of the Companies and Allied Matters Act 1990.
2. Copy of Form CO2 (Return of Allotment of Bonus Issue) filed with the Corporate Affairs Commission in Nigeria pursuant to Section 129 of the Companies and Allied Matters Act 1990.

Yours faithfully
per pro: UNITED BANK FOR AFRICA PLC

PROCESSED

JAN 22 2003

**THOMSON
FINANCIAL**

ISABELLA OKAGBUE
COMPANY SECRETARY / LEGAL ADVISER

cc: Mahmoud Salem
Vice President
The Bank of New York
101 Barclay Street, 22nd Floor
New York, NY 10286

BOARD OF DIRECTORS
CHAIRMAN: HAKEEM BELO-OSAGIE
MANAGING DIRECTOR & CHIEF EXECUTIVE: ARNOLD EKPE
EXECUTIVE DIRECTORS: ALIYU DIKKO, OFFONG AMBAH
DIRECTORS: ABBA KYARI (VICE CHAIRMAN), DR T ASUQUO JOHN, IGWE ALEX NWOKEDI, OON, KAYODE SOFOLA, SAN, ALHAJI MUSTAPHA ABDULKADIR
AMAH CIWJAGWU, VICTOR ODOZI, JUNAID DIKKO, WILLY KROEGER (GERMAN), PROF. JEAN HERSKOVITS (AMERICAN)
DR. KHALID AL-MANSOUR (AMERICAN), WILLIAM JAMES (AMERICAN), PAOLO DI MARTINO (ITALIAN)

82-4804

RC. 2457

Corporate Affairs Commission, P.O. Box 2400, Lagos.
Tel: 2644651 - 700, 2642248 - 9, 2642269 Fax: 2644708
Telex Nos: 28493, 28496, 28489 & 28490
Cable: Míndo Bank
Swift: UNAFNGLA

CS/CAC/0630/2002

December 17, 2002

The Registrar - General
Corporate Affairs Commission
Garki, Area II
Federal Capital Territory
Abuja

Dear Sir,

RE: CHANGES IN THE BOARD OF DIRECTORS
UNITED BANK FOR AFRICA PLC

Please be informed that Alhaji Mahmoud Isa-Dutse retired by rotation at the 41st Annual General Meeting of the Bank held August 1, 2002.

Mr. Femi Lijadu also resigned from the Board of Directors of United Bank for Africa Plc effective September 1, 2002.

Find enclosed for your necessary action the following documents:

- [a] Copies of the relevant Board and AGM extracts in respect Alhaji Isa-Dutse's retirement.
- [b] Copy of Mr. Femi Lijadu's letter indicating his intention to resign from the Board and employment in the Bank.
- [c] Certified true copy of Board resolution accepting Mr. Lijadu's resignation.
- [d] Form CO 7 reflecting the changes in the Bank's Board of Directors.

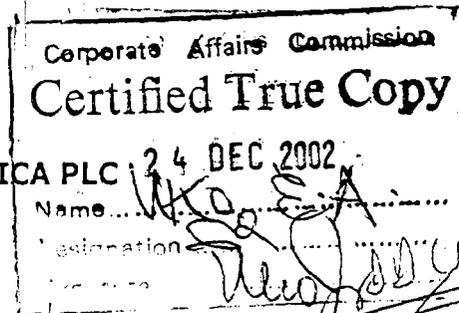
Thank you for your co-operation.

Yours faithfully,

per pro: UNITED BANK FOR AFRICA PLC

B. E. Ougbue

PROF. ISABELLA OKAGBUE
COMPANY SECRETARY/LEGAL ADVISER



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BOARD OF DIRECTORS
CHAIRMAN: HAKEEM BELO-OSAGIE
MANAGING DIRECTOR & CHIEF EXECUTIVE: ARNOLD EKPE
EXECUTIVE DIRECTORS: ALYU DIKKO, OFFONG AMBAH
DIRECTORS: ABBA KYARI (VICE CHAIRMAN), DR T ASUQUO JOHN, IGWE ALEX NVOKEDI, OON. KAYODE SOFOLA, SAN, ALHAJI MUSTAPHA ABDULKADIR
AMAH C NVUAGWU, VICTOR ODOZI, JUNAI DIKKO, WILLY KROEGER (GERMAN), PROF. JEAN HERSKOVITS (AMERICAN)
DR. KHALID AL-MANSOUR (AMERICAN), WILLIAM JAMES (AMERICAN), PAOLO DI MARTINO (ITALIAN)

03 JAN 13 PM 1:32

123/72

**MINUTES OF THE MEETING OF THE BOARD OF
DIRECTORS OF UNITED BANK FOR AFRICA PLC HELD IN
LAGOS ON TUESDAY MAY 7, 2002**

PRESENT

HAKEEM BELO-OSAGIE	-	CHAIRMAN
ARNOLD EKPE	-	CHIEF EXECUTIVE OFFICER
MAHMOUD ISA-DUTSE	-	EXECUTIVE DIRECTOR
ALIYU DIKKO	-	EXECUTIVE DIRECTOR
T. ASUQUO JOHN	-	DIRECTOR
IGWE ALEX NWOKEDI, OON	-	DIRECTOR
KAYODE SOFOLA, SAN	-	DIRECTOR
MUSTAPHA ABDULKADIR	-	DIRECTOR
AMAH IWUAGWU	-	DIRECTOR
VICTOR ODOZI	-	DIRECTOR
JUNAID DIKKO	-	DIRECTOR
WILLY KROEGER	-	DIRECTOR
KHALID A.T. AL-MANSOUR	-	DIRECTOR
JEAN HERSKOVITS	-	DIRECTOR
PAOLO DI MARTINO	-	DIRECTOR

IN ATTENDANCE

EMMANUEL O. IKAZOBOH	-	AKINTOLA WILLIAMS, DELOITTE & TOUCHE
R. U. UCHE	-	KPMG AUDIT
OFFONG AMBAH	-	HEAD (COMMERCIAL BANKING)
MAIRO BASHIR	-	HEAD (PROCUREMENT)
GODWIN IZE-IYAMU	-	HEAD (CORPORATE BANKING)
FEMI AGBAJE	-	HEAD (TECHNOLOGY)
TONI PHIDO	-	HEAD (INTERNATIONAL)
BOB OSAGHAE	-	HEAD (CONSUMER BANKING)
Y. K. OJO	-	HEAD (OPERATIONS & PROCESS)
TUNJI SOBODU	-	PM (TREASURY & FIN. INSTITUTIONS)
IDUNNU OYEBOLU	-	HEAD (GROUP FINANCE)
BABS KASALI	-	CHIEF INSPECTOR
ALERO OTOBO	-	HEAD (HUMAN CAPITAL MANAGEMENT)
DENNIS EBOREIME	-	PM (GROUP FINANCE)
NIGEL LARDNER	-	HEAD (SPECIALISED BANKING)
BEN NWAROH	-	MD (UBA SECURITIES SERVICES LTD)
UTO UKPANAH	-	ASSISTANT COMPANY SECRETARY
ISABELLA OKAGBUE	-	HEAD (LEGAL SERVICES) - SECRETARY

APOLOGIES

ABBA KYARI	-	VICE CHAIRMAN
OLUFEMI D. LIJADU	-	EXECUTIVE DIRECTOR
WILLIAM E. JAMES	-	DIRECTOR

Corporate Affairs Commission
Certified True Copy
2 - DEC 2002
Name
Designation
Signature

6.1. **Directors to Retire By Rotation**

Members determined that the following directors should retire by rotation at the next AGM in accordance with Article 101 of the Bank's Articles of Association and being eligible they would stand for re-election:

- ◆ Abba Kyari
- ◆ Mustapha A. Abdulkadir
- ◆ Amah Iwuagwu
- ◆ Kayode Sofola, SAN
- ◆ Victor Odozi.

The Chairman informed members that Mahmoud Isa-Dutse was also scheduled to retire by rotation but had indicated that he did not wish to stand for re-election as he intended to pursue a doctorate in Business Administration.

On behalf of the Board the Chairman thanked Alhaji Isa-Dutse for his contributions to the Bank.

He noted that the vacancy introduced by Alhaji Isa-Dutse's impending retirement would not be filled for now and requested the CEO to make a proposal to the Nomination and Evaluation Committee of the Board at a later time.

Members further noted that in accordance with Article 76 of the Bank's Articles of Association, Mr. Arnold Ekpe and Mr. Offiong Ambah having been appointed since the last AGM were required to retire and offer themselves for election.

CERTIFIED TRUE COPY

B. x. Okagbue

PROF. ISABELLA OKAGBUE
COMPANY SECRETARY/LEGAL ADVISER

Supervisor Affairs Commission

Certified True Copy

24 DEC 2002

Name _____

Designation _____

Signature _____

**MINUTES OF THE 41ST ANNUAL GENERAL MEETING
OF UNITED BANK FOR AFRICA PLC HELD AT THE
CONFERENCE CENTRE, STATE LIBRARY ANNEX, CALABAR
ON THURSDAY AUGUST 1, 2002**

PRESENT

MR. HAKEEM BELO-OSAGIE	-	CHAIRMAN
MALLAM ABBA KYARI	-	VICE CHAIRMAN
MR. ARNOLD EKPE	-	CHIEF EXECUTIVE OFFICER
ALHAJI MAHMOUD ISA-DUTSE	-	EXECUTIVE DIRECTOR
MR. OLUFEMI D. LIJADU	-	EXECUTIVE DIRECTOR
ALHAJI ALIYU DIKKO	-	EXECUTIVE DIRECTOR
MR. OFFONG AMBAH	-	EXECUTIVE DIRECTOR
DR. T. ASUQUO JOHN	-	DIRECTOR
IGWE ALEX NWOKEDI, OON	-	DIRECTOR
MR. KAYODE SOFOLA, SAN	-	DIRECTOR
ALHAJI MUSTAPHA ABDULKADIR	-	DIRECTOR
MR. VICTOR ODOZI	-	DIRECTOR
MR. JUNAID DIKKO	-	DIRECTOR
MR. WILLY KROEGER	-	DIRECTOR
DR. KHALID A. T. AL-MANSOUR	-	DIRECTOR
PROF. JEAN HERSKOVITS	-	DIRECTOR
MR. WILLIAM E. JAMES	-	DIRECTOR

APOLOGIES

MR. AMAH IWUAGWU	-	DIRECTOR
MR. PAOLO DI MARTINO	-	DIRECTOR

ORDINARY SHAREHOLDERS	-	250
PROXIES	-	4
TOTAL	=	254

IN ATTENDANCE

PROF. ISABELLA OKAGBUE	-	COMPANY SECRETARY / LEGAL ADVISER
MR. G. OPURUM	-	AKINTOLA WILLIAMS, DELOITTE & TOUCHE)
MR. JOE ASUQUO	-	" " " } AUDITORS
MR. ADOLPHUS EKPE	-	NIGERIAN STOCK EXCHANGE
MR. ELOCHUKWU UBA	-	" " "
MR. H. A. YELDU	-	SECURITIES & EXCHANGE COMMISSION
MR. BEN NWAROH	-	MD, UBA SECURITIES SERVICES LTD (REGISTRAR)

Corporate Affairs Commission
Certified True Copy
24 DEC 2002
Name
Designation
Signature

23/12/02
Sanmamma
San

The Chairman informed members that under Article 76 of the Articles of Association, at each Annual General meeting one-third of the Directors were required to retire from office. The following Directors were accordingly retiring by rotation and offering themselves for re-election:

Mallam Abba Kyari
Alhaji M. A. Abdulkadir
Mr. Amah Iwuagwu
Mr. Kayode Sofola, SAN
Mr. Victor Odozi

The Chairman announced that Alhaji Mahmoud Isa-Dutse was also retiring by rotation but had indicated that he did not wish to stand for re-election. He thanked Alhaji Isa-Dutse for his commitment and service to the Bank.

The Chairman also informed members that since the last Annual General Meeting the following persons had been appointed Directors:

Mr. Arnold Ekpe
Mr. Offong Ambah

In accordance with Article 76 of the Bank's Articles of Association they would both retire and being eligible offer themselves for election.

The Chairman informed members that no valid nomination for the post of Director had been received.

He proposed:

That the election of all retiring Directors offering themselves for election or re-election by a single resolution be and is hereby approved.

Alhaji Alade Banire seconded the motion.

The motion was put to the meeting and upon a show of hands, was carried unanimously.

The Chairman then proposed:

That the retiring directors be and are hereby elected or re-elected Directors of the Bank.

Engineer Francis Orji seconded the motion.

The motion was then put to the meeting and upon a show of hands was carried unanimously.

CERTIFIED TRUE COPY

B. K. Ogburne

PROF. ISABELLA OKAGBUE
COMPANY SECRETARY/LEGAL ADVISER

Corporate Affairs Commission

Certified True Copy

2 - DEC 2012

Name _____

Designation _____

RC. 2457

HEAD OFFICE: MANAGEMENT SERVICES SECTOR
57, Marina, P. O. Box 2406, Lagos.
Tel: 2644651 - 700
Telex Nos. 28493, 28496, 28489 & 28490
Cable: Mindo Bank

2nd September, 2002

The Managing Director & Chief Executive
UBA PLC
57 Marina
Lagos.

Dear Sir,

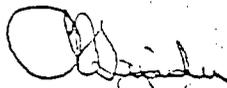
RE:- NOTICE OF VOLUNTARY RESIGNATION

This letter serves as formal notice of my resignation from the Board and employment in the bank with effect from September 1, 2002.

It has been a privilege for me to have participated in a project, which, beyond repositioning UBA, has galvanised the banking industry and ushered in an era of greater competitiveness.

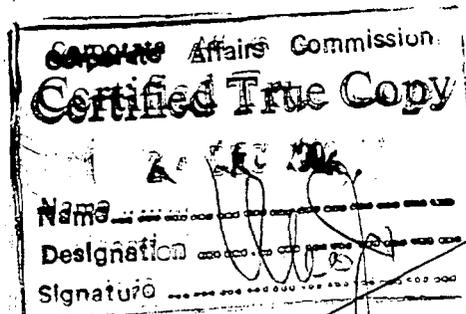
I shall always regard myself as part of the UBA family. It is my sincere hope that the bank will continue growing from strength to strength to realise its vision of becoming the undisputed leading bank in the country.

Yours faithfully,



O. D. Lijadu

cc: The Chairman;
Head, HCM ✓



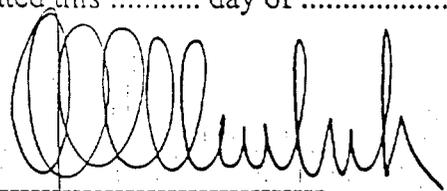
THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT
1990
PUBLIC COMPANY LIMITED BY SHARES
BOARD RESOLUTION OF
UNITED BANK FOR AFRICA PLC
(RC 2457)

PURSUANT TO SECTION 292 (4) OF THE COMPANIES AND ALLIED MATTERS ACT 1990.

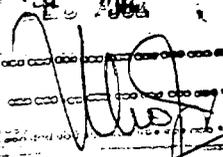
At a meeting of the Board of Directors of United Bank for Africa Plc duly convened and held on Tuesday October 29, 2002 in London, it was resolved:

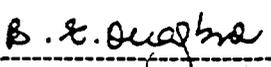
- [a] That the resignation of Mr. Femi Lijadu from the Board of Directors and employment in the Bank with effect from September 1, 2002 be and is hereby accepted.

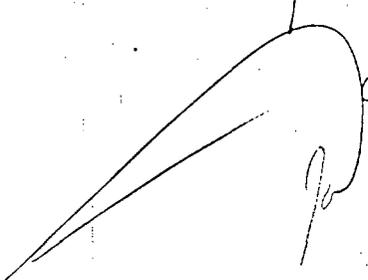
Dated this 12th day of DECEMBER, 2002



DIRECTOR

Corporate Affairs Commission	
Certified True Copy	
Name	
Designation	
Signature	


COMPANY SECRETARY

 *23/10/02*
Summons *B. E. Odeh*
CERTIFIED TRUE COPY

CORPORATE AFFAIRS COMMISSION

P.M.B. 198, ABUJA.

Form C.07
RC NO 2457



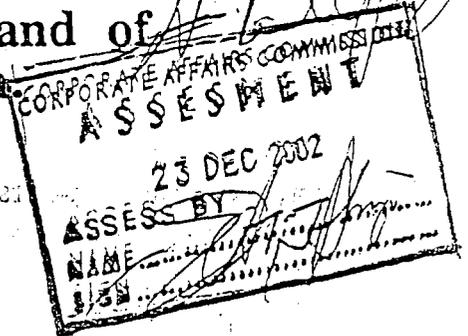
C N° 3058656

CHAIRMAN, THE
DIRECTOR:
SECURITIES
HOUSE, STRIK
SECURITY LTD,
MEDICAL CENTRE
QUADRANT ESTATE LTD,
HARVARD INV. LTD,

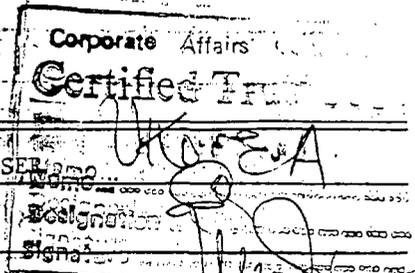
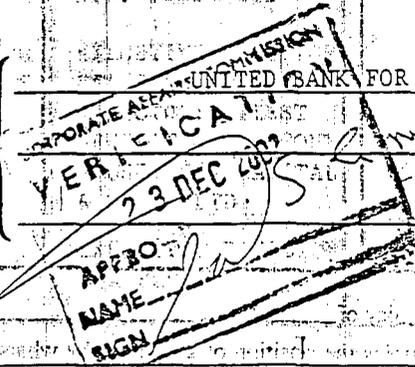
COMPANIES AND ALLIED MATTERS DECREE 1990

Particulars of Directors and of
any changes therein.

Pursuant to Section 292 (4)



NAME _____
OF _____
COMPANY UNITED BANK FOR AFRICA PLC



Presented by: _____ COMPANY SECRETARY / LEGAL ADVISER

Name _____
UNITED BANK FOR AFRICA PLC

Address _____
57 MARINA, LAGOS

Particulars of Directors of _____

Name (In the case of an individual, forename or names and surnames. In the case of a corporation, the corporate names).	Any former forename or names and surnames	Nationality
① MR. HAKEEM BELO-OSAGIE	NONE	NIGERIAN
② MALLAM ABBA KYARI	NONE	NIGERIAN
③ MR. ARNOLD EKPE	NONE	NIGERIAN
ALHAJI MAHMOUD ISA-DUTSE	NONE	NIGERIAN
④ MR. OLUFEMI D. LIJADU	NONE	NIGERIAN
⑤ ALHAJI ALIYU	NONE	NIGERIAN

Dated the _____ day of _____ 2002

*Director include any person who occupies the position of a director by whatsoever name called and say person in accordance with whose directions or instruction the directors of the company are accustomed to decree.

"Former forename" and "former" do not include in the case of a married woman the name or surname by which she was known previous to the marriage.

The names of all bodies corporate in Nigeria of which the director is also a director should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees.

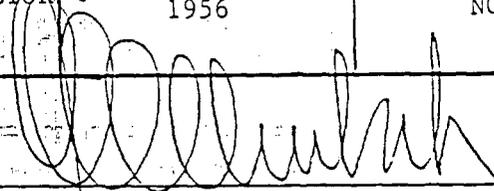
Particulars of Directors of UNITED BANK FOR AFRICA PLC

交商納済表

RESERVED FOR BINDING

Usual Residential Address (In the case of a corporation the registered or principal office)	Business occupation and particulars of other directorships	Date of Birth	Remarks
21 IKOYI CRESCENT IKOYI - LAGOS	CHAIRMAN, UBA PLC; DIRECTOR: FIRST SECURITIES DISCOUNT HOUSE, STRIKE FORCE SECURITY LTD, OSAGIE MEDICAL CENTRE, QUADRANT ESTATE LTD, HARVARD INV. LTD, UNITED TELESYS LTD UNITED NETWORKS MOBILE LTD.	1955	NO CHANGE
8 KURAMO CLOSE IKOYI - LAGOS	VICE CHAIRMAN, UBA PLC DIRECTOR: UBA CAPITAL & TRUST LTD, UNILEVER NIG. PLC.	1952	NO CHANGE
2 ONITOLO ROAD IKOYI - LAGOS	MD/CHIEF EXECUTIVE UBA PLC DIRECTOR: UAC PLC	1953	NO CHANGE
18A, PROBYN ROAD IKOYI - LAGOS	EXECUTIVE DIRECTOR UBA PLC DIRECTOR: NORTHERN NIG. FLOUR LTD	1955	RETIRED FROM THE BOARD 01/08/2002
5A OKUNOLA MARTINS S.W. IKOYI - LAGOS	EXECUTIVE DIRECTOR UBA PLC DIRECTOR: FIRST SECURITIES DISCOUNT HOUSE, UBA CAPITAL & TRUST LTD	1959	RESIGNED FROM THE BOARD 01/09/2002
34 EURO COURT BOURDILLION ROAD IKOYI - LAGOS	EXECUTIVE DIRECTOR UBA PLC	1956	NO CHANGE

Certified True Copy
 24 DEC 2002
 Signature: _____
 Designation: _____
 1959


 Director

Signature: _____
 Secretary

If the space provided in the form is insufficient, particulars of other directorship should be listed on a separate statements attached to this return.

CORPORATE AFFAIRS COMMISSION

P.M.B. 198, ABUJA.

Form C.07

RC: NO

2457



C N: 0058657

EXECUTIVE DIRECTOR
USA PLC
DIRECTOR GENERAL
DIRECTOR GENERAL
ENGR. SERVICES LTD,
UNITED TELECOMS LTD
PHOTILLA LTD

COMPANIES AND ALLIED MATTERS DECREE 1990

Particulars of Directors and of any changes therein.

Pursuant to Section 292 (4)

CORPORATE AFFAIRS COMMISSION
ASSESSMENT
23 DEC 2002
ASSESS BY
NAME
SIGN

NAME

UNITED BANK FOR AFRICA PLC.

OF
COMPANY

GENERAL MANAGER
DIRECTOR
DIRECTOR
GENERAL MANAGER

CORPORATE AFFAIRS COMMISSION

REGISTRATION

23 DEC 2002

APPROVED BY

NAME

SIGN

Presented by:

COMPANY SECRETARY / LEGAL ADVISER Commission

Name

UNITED BANK FOR AFRICA PLC

Address

57 MARINA, LAGOS

True Copy

23 DEC 2002

Signature

Particulars of Directors of _____

Particulars of Directors

Name (In the case of an individual, forename or names and surnames. In the case of a corporation, the corporate names).	Any former forename or names and surnames	Nationality
⑥ MR. OFFONG AMBAH	NONE	NIGERIAN
⑦ DR. T. ASUQUO JOHN	NONE	NIGERIAN
IGWE ALEX NWOKEDI, OON	NONE	NIGERIAN
⑧ MR. AMAH IWUAGWU	NONE	NIGERIAN
⑨ ALHAJI MUSTAPHA ABDULKADIR	NONE	NIGERIAN
⑩ MR. VICTOR ODOZI	NONE	NIGERIAN

Dated the _____ day of _____ 2002

"Director include any person who occupies the position of a director by whatsoever name called and say person in accordance with whose directions or instruction the directors of the company are accustomed to decree.

"Former forename" and "former" do not include in the case of a married woman the name or surname by which she was known previous to the marriage.

The names of all bodies corporate in Nigeria of which the director is also a director should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees.

Corporate Affairs Commission
 Certified True Copy
 24 DEC 2002

RESERVED FOR BINDING

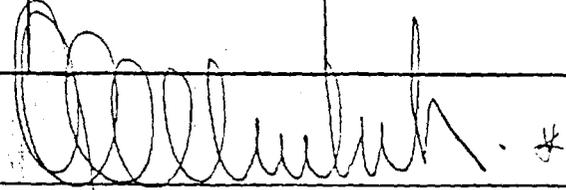
UNITED BANK FOR AFRICA PLC

Particulars of Directors of

Usual Residential Address (In the case of a corporation the registered or principal office)	Business occupation and particulars of other directorships	Date of Birth	Remarks
98 NORMAN WILLIAMS S.W. IKOYI - LAGOS	EXECUTIVE DIRECTOR UBA PLC	1960	NO CHANGE
8 ILADO CLOSE IKOYI - LAGOS	DIRECTOR, UBA PLC DIRECTOR: HYDROPEC ENG. SERVICES LTD, UNITED TELESYS LTD FLOTILLA LTD	1936	NO CHANGE
39A, 22 ROAD VICTORIA GARDEN CITY LEKKI - LAGOS	DIRECTOR, UBA PLC	1936	NO CHANGE
5 BABAFEMI OSOBA CRESCENT, LEKKI - LAGOS	DIRECTOR, UBA PLC DIRECTOR: SAKHER INVESTMENTS LTD, GOLDCRUST INV. LTD, L.W. LAMBOURN NIG. LTD.	1949	NO CHANGE
8 ILABERE AVENUE IKOYI - LAGOS	DIRECTOR, UBA PLC DIRECTOR: CREDIT ALLIANCE LTD, C&L LEASING PLC, AMC INV. LTD, ACA LTD.	1956	NO CHANGE
AM 29 FAKI ROAD TUDUN WADA KADUNA	DIRECTOR, UBA PLC DIRECTOR: AMI NIGERIA LTD, ENERGO NIGERIA LTD	1941	NO CHANGE
PLOT 4, OLAWALE COLE-ONITIRI AVENUE OFF ADMIRALTY WAY LEKKI - LAGOS	DIRECTOR, UBA PLC DIRECTOR: TEREDOZ CONSULTING LTD	1942	NO CHANGE

RESERVED FOR BINDING

Signature



Director

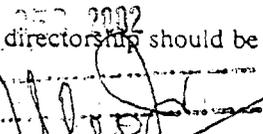
B. E. Ouedjin

Secretary

Certified True Copy

If the space provided in the form is insufficient, particulars of other directorship should be listed on a separate statements attached to this return.

Designation



CORPORATE AFFAIRS COMMISSION



P.M.B. 198, ABUJA.

Form C.07

RC NO. 2457

C N° 0058658

COMPANIES AND ALLIED MATTERS DECREE 1990

Particulars of Directors and of any changes therein.

APPROVED
S. K. M. M. M.
APPROVED
APPROVED
APPROVED Pursuant to Section 292 (4)
NAME: *S. K. M. M. M.*
SIGN: *S. K. M. M. M.*

NAME
OF
COMPANY

UNITED BANK FOR AFRICA PLC

LIMITED

Corporate Affairs Commission

Certified True Copy

Presented by: COMPANY SECRETARY / LEGAL ADVISER

Name: UNITED BANK FOR AFRICA PLC

Address: 57, MARINA - LAGOS

Name: *Uke EAS*

Designation: *Legal*

Signature: *[Signature]*

Particulars of Directors of _____

Limited.

Name (In the case of an individual, forename or names and surnames. In the case of a corporation, the corporate names).	Any former forename or names and surnames	Nationality
⑪ MR. JUNAID DIKKO	NONE	NIGERIAN
⑫ MR. WILLY KROEGER	NONE	GERMAN
⑬ DR. KHALID A. T. AL-MANSOUR	NONE	AMERICAN
⑭ PROF. JEAN HERSKOVITS	NONE	AMERICAN
⑮ MR. WILLIAM JAMES	NONE	AMERICAN
⑯ MR. PAOLO A. DI MARTINO	NONE	ITALIAN

Corporate Affairs Commission
Certified True Copy
 24 DEC 2002
 Name _____
 Designation _____
 Signature _____
 Day of _____

Dated the _____ 2000

"Director include any person who occupies the position of a director by whatsoever name called and say person in accordance with whose directions or instruction the directors of the company are accustomed to decree.

"Former forename" and "former" do not include in the case of a married woman the name or surname by which she was known previous to the marriage.

The names of all bodies corporate in Nigeria of which the director is also a director should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees.

Particulars of Directors of UNITED BANK FOR AFRICA PLC

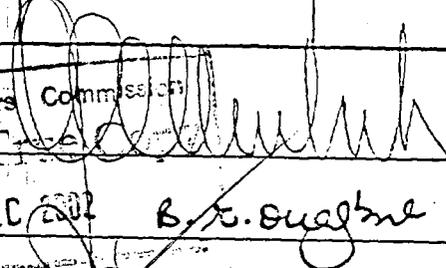
Limited.

Usual Residential Address (In the case of a corporation the registered or principal office)	Business occupation and particulars of other directorships	Date of Birth	Remarks
25A, TONY EROMOSELE STREET, PARKVIEW EST. IKOYI - LAGOS	DIRECTOR: UBA PLC DIRECTOR: COUNTERS TRUST SECURITIES LTD, KMC INVEST. LTD, UBA TRUSTEES LTD, UNITED TELESYS LTD, STAR DELTA INV. LTD, ASCOT PROPERTIES LTD, CLEVELAND OVERSEAS NIGERIA LTD.	1963	NO CHANGE
81828, CLIFTON GARDEN, LONDON	DIRECTOR: UBA PLC DIRECTOR: BT INTERNATIONAL (NIG) LTD	1948	NO CHANGE
7887 BROADWAY SUITE 1001, SAN ANTONIO TX 78209, U.S.A.	DIRECTOR: UBA PLC	1936	NO CHANGE
12, WEST 96TH STREET NEW YORK, NY 10025 U. S. A.	DIRECTOR: UBA PLC	1935	NO CHANGE
31, PHILIPS AVENUE ROCKPORT, MA U. S. A.	DIRECTOR: UBA PLC DIRECTOR: UNITED TELESYS LTD.	1945	NO CHANGE
PASSAGE LAC VOLTA TUNIS	DIRECTOR: UBA PLC	1951	NO CHANGE

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Corporate Affairs Commission

Certified True

Signature  Director

24 DEC 2002 B. K. Ogunne Secretary

Name.....
Designation.....

If the space provided in the form is insufficient, particulars of other directorship should be listed on a separate statements attached to this return.

82-4804

RC. 2457

UBA House, 57 Marina, P.O. BOX 2400, Lagos.
Tel: 2644651 - 700, 2642248 - 9, 2642269 Fax: 2644708
Telex Nos: 28493, 28496, 28489 & 28490
Cable: Mindo Bank
Swift: UNAFNGLA

CS/CAC/0627/2002

December 17, 2002

The Registrar - General
Corporate Affairs Commission
Garki, Area II
Federal Capital Territory
Abuja

Dear Sir,

RE: RETURN OF ALLOTMENTS
UNITED BANK FOR AFRICA PLC

03 JAN 13 AM 1:32

Please find enclosed for your necessary action the following documents:

- ◆ Certified True Copies of the Board and AGM resolutions of UBA Plc approving a bonus issue of one share for every two shares held by members in the Books of the Bank as at the close of business on 17th July, 2002.
- ◆ Form CO 2 reflecting the allotment of the shares.
- ◆ Copy of letter from Securities & Exchange Commission registering the bonus issue.

Thank you for your co-operation.

Yours faithfully,
per pro: UNITED BANK FOR AFRICA PLC

Signature
CORPORATE SECRETARY
VERIFIED
22/12/2002

B. E. Ogburne
PROF. ISABELLA KAGBORE, Registrar, Corporate Affairs Commission
COMPANY SECRETARY/LEGAL ADVISER

Certified True Copy
24 DEC 2002
EDWARD OGBURNE
MANAGING DIRECTOR, CHIEF EXECUTIVE OFFICER, ARNOLD EKPE
EXECUTIVE DIRECTORS: ALYU OJIKO, OFRONG AMBAH

DIRECTORS: ABBA KYARI (VICE CHAIRMAN), DR T ASUQUO JOHN, IGWE ALLEN WOKORODION/KAYODE SOFOLA, SAN, ALHAJI MUSTAPHA ABDULKADIR
AMAH C IMUAGWU, VICTOR ODOZI, JURAID DIRKO, WILLYN ODOGBE (GERMAN), PROF. JEAN HERSKOVITS (AMERICAN)
DR. KHALIQ AL-MANSOUR (AMERICAN), WILLIAM JAMES (AMERICAN), PAOLO DI MARTINO (ITALIAN)

Submitter Name
ph check account
on the same hour as
attached document
23/12

COMPANIES AND ALLIED MATTERS ACT 1990

PUBLIC COMPANY LIMITED BY SHARES

BOARD RESOLUTION OF

UNITED BANK FOR AFRICA PLC

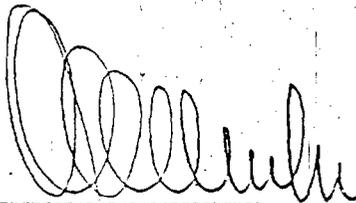
RC 2457

PURSUANT TO SECTION 383(1) OF THE COMPANIES AND ALLIED MATTERS ACT 1990.

At a meeting of the Board of Directors of United Bank for Africa Plc duly convened and held on Tuesday May 7, 2002 at Lagos, it was resolved:

- [a] That the sum of N425 million from the undivided net profits in the books of the Bank be recommended for capitalisation and accordingly that the sum be set free for distribution amongst the holders of the Ordinary Shares of the Bank in the Register of Members at the close of business on the 17th day of July, 2002 in proportion to the shares held by them respectively on that day, on the condition that the same be not paid in cash but be applied in paying up in full 850,000,000 of the unissued Ordinary Shares of 50 kobo each to be allotted and be credited as fully paid up to and amongst the said holders of Ordinary Shares in the proportion of one new share of 50 kobo each for every two shares then held and such new shares shall rank for all purposes pari passu with the existing issued Ordinary Shares of the Bank except that they shall not rank for the dividend recommended for the year ended 31st March 2002.

Dated this 17th day of December, 2002.



DIRECTOR

Corporate Affairs Certificate

Certified True Copy

Name: 237/2002

Date: 23 DEC 2002

Designation: B. E. Owaline

Signature: [Signature]

COMPANY SECRETARY

237/2002
S. O. Mammen
SON

B. E. Owaline

CERTIFIED TRUE COPY



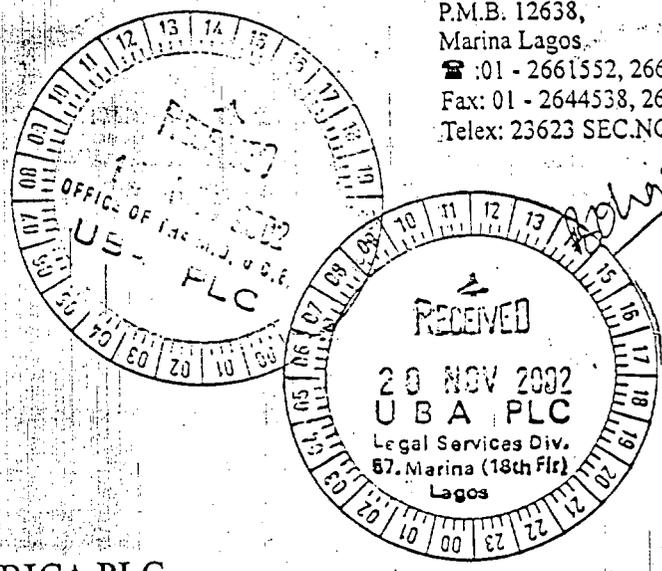
5th - 5th Floor,
 Central Business District,
 P.M.B. 315, Garki - Abuja.
 E-mail: secng@compuserve.com
 ☎ :09 - 2346272 - 5,
 Fax: 09 - 2346276

P.M.B. 12638,
 Marina Lagos.
 ☎ :01 - 2661552, 2663210
 Fax: 01 - 2644538, 2644541
 Telex: 23623 SEC.NG

November 15, 2002

The Managing Director,
 United Bank for Africa Plc.,
 51, Marina,
 P. O. Box 2406,
 Lagos.

Dear Sir,



RE: UNITED BANK FOR AFRICA PLC
REGISTRATION OF BONUS ISSUE OF 850,000,000 ORDINARY SHARES
OF 50K EACH

With reference to your recent filing of statement in respect of the above subject matter and having carefully examined the documents, we write to inform you that in accordance with the provisions of the Investments and Securities Act 1999, and the Commission's Rules and Regulations, the securities representing the bonus issue declared by your company's resolution dated August 8, 2002 have been registered as No. SR/UBA/2002/000063 in our records. The registration is however subject to the following conditions:

1. That the approved pro-rata allotment of the shares as disclosed is strictly adhered to;
2. That the share certificates evidencing the bonus issues are issued to each shareholder not later than two (2) months from the date of this letter with written confirmation to the Commission thereafter;
3. That any material change(s) in the information supplied to it, which formed the basis of the registration of these securities, must be notified to the Commission promptly;
4. That you must render periodic returns on your company's performance as specified from time to time by the Commission;
5. That you must notify the Commission of any shareholding which may amount to 5% and above of the issued shares of the Company;

Certified True Copy
 24 DEC 2002
 Name _____
 Designation _____
 Signature _____

Act 1999, the Commission's Rules and Regulations and all other laws governing the securities business in Nigeria;

7. That a breach of any or a combination of these conditions might lead to de-registration of the securities and any other punishment for violation as prescribed in the Investments and Securities Act 1999, the Commission's Rules and Regulations.

Yours faithfully,

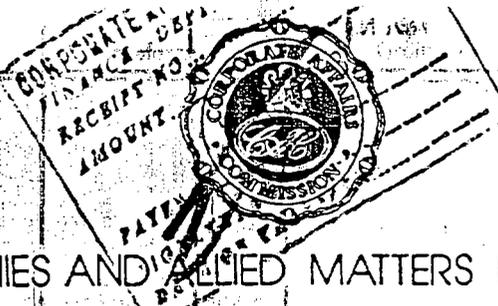


S. O. BRAIMAH
For: Director-General

Corporate Affairs Commission
Certified True Copy
24 DEC 2009
Name _____
Designation _____
Signature _____

Form C.O.2

RC: NO 2457

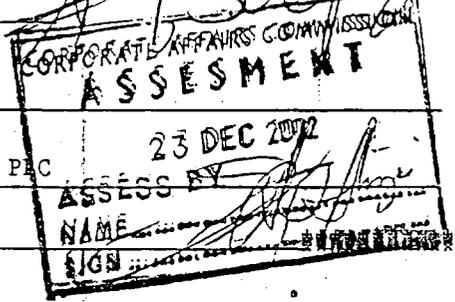


C 08224

COMPANIES AND RELATED MATTERS DECREE 1990

Return of Allotments from the(a) 1ST of AUGUST 2002 to the of 19

The NAME OF COMPANY UNITED BANK FOR AFRICA PLC



Pursuant to Section 129

- (o) Number of the Shares allotted payable in cash N/A
Number of the Shares allotted payable in cash N/A
Nominal amount of the Shares so allotted N/A
Nominal amount of the Shares so allotted N/A
Amount paid or due and payable on each such Share N/A
Amount paid or due and payable on each such Share N/A
Number of Shares allotted for a consideration other than cash 850,000,000 (ORDINARY)
Nominal amount of the Shares so allotted =N=425,000,000
Amount to be treated as paid on each such Share 50K

The consideration for which such shares have been allotted is as follows:-

BONUS ISSUE OF ONE SHARE FOR EVERY TWO SHARES HELD BY MEMBERS IN THE BOOKS OF THE BANK AS AT THE CLOSE OF BUSINESS ON 17TH JULY, 2002

- (a) 1 When a return includes several allotments made on different dates the dates of only the first and the last of such allotments should be entered at the top of the front page and the registration of the return should be effected within one month of the first date.
2 When a return relates to one allotment only, made on one particular date, that date only should be inserted and the spaces for the second date struck out and the word "made" substituted for the word "from" after the word "Allotment!"
(b) Distinguish between Preference, Ordinary, Redeemable Preference, etc.

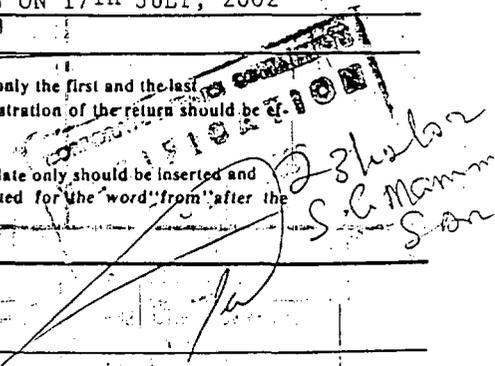
PRESENTED FOR FILING BY:

PROFESSOR ISABELLA OKAGBUE

NAME COMPANY SECRETARY / LEGAL ADVISER

ADDRESS UNITED BANK FOR AFRICA PLC

2072-02



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Description	Preference	Ordinary	Other Kinds
<p>RETURN OF DIVIDENDS FROM (State)</p> <p>AS PER ATTACHED RETURNS.</p>			

Corporate Affairs Commission
Certified True Copy
 24 DEC 2002
 Name _____
 Designation _____
 Signature _____

Isabella Okagbue

Signature _____
 (State whether Director or Manager or Secretary)

B. E. Okagbue

Isabella Okagbue
 Company Secretary /