

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First Annual General Meeting of **GUARANTY TRUST BANK PLC** will hold at the Oriental Hotel, 3, Lekki Road, Victoria Island, Lagos State, on Friday, April 9, 2021, at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended December 31, 2020, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
- To declare a dividend;
- To re-elect Directors;
- To appoint Ernst & Young as the External Auditor of the Company in place of PricewaterhouseCoopers, who would be retiring as the Company's Auditor;
- To authorise Directors to fix the remuneration of the Auditors;
- To disclose the remuneration of Managers;
- To elect the Shareholder Representatives of the Statutory Audit Committee.

PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy from the proxies stated in the Notice to attend and vote in his/her/its stead in accordance with the Corporate Affairs Commission guidelines on holding General Meetings using proxies. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, Datamax Registrars Limited, No. 2c, Gbagada Express Road, Gbagada Phase 1, Lagos State, not less than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report.



ERHI OBEDEDUO
Company Secretary
FRC/2017/NBA/00000016024
Plot 635, Akin Adesola Street
Victoria Island, Lagos

March 18, 2021

NOTES

1. Attendance and Voting by Proxy

In the interest of public safety and having due regard to the Nigeria Centre for Disease Control (NCDC) COVID-19 Guidance for Safe Mass Gatherings in Nigeria, (and the restrictions on public gatherings by the Lagos State Government) and pursuant to the Corporate Affairs Commission's (CAC) Guidelines on holding Annual General Meetings by Public Companies using Proxies, only persons indicated to be selected proxies on the Proxy Form would attend the Meeting physically. All other Shareholders would be required to attend the Meeting online and to vote at the Meeting through a proxy.

In view of the foregoing, the approval of the CAC was obtained for the Annual General Meeting to be held by proxy.

A proxy may be selected from any of the following individuals (the Selected Proxies):

Mrs. Osaretin Demuren	Chairman, Board of Directors
Mr. Segun Agbaje	Managing Director/Chief Executive Officer
Sir Sunny Nwosu	Shareholder
Chief Timothy Adesiyun	Shareholder
Mr. Tunji Bamidele	Shareholder
Mr. Boniface Okezie	Shareholder
Mr. Gbenga Idowu	Shareholder
Mr. Tunde Badmus	Shareholder
Mrs. Efunyemi Olatunde Shopeju	Shareholder
Mr. Abdullahi Tambari Kabiru	Shareholder
Mr. Lawrence Oguntoye	Shareholder

The Selected Proxies are to attend the Meeting and vote on their own behalf as well as on behalf of the Shareholders who selected them as proxies. The Selected Proxies are encouraged to comply with relevant public health advice in order to protect the health of others. Other Shareholders can attend the meeting and participate in the proceedings online via real-time streaming options which have been provided in this notice.

A Proxy Form would be sent to the registered email address of Shareholders and would also be available online at www.datamaxregistrars.com and www.gtbank.com/investor-relations. It is requested that duly executed Proxy Forms (together with any Power of Attorney or other authority under which it is signed, or a notarised copy of such Power of Attorney or other authority) be lodged at the office of Datamax Registrars Limited, as shown on the Proxy Form, not less than 48 hours before the time appointed for the Meeting.

Shareholders are encouraged to submit the duly completed Proxy Form on or before 12 noon on Wednesday, April 7, 2021. The cost of stamping would be borne by the Bank.

2. Accreditation of Shareholders to attend the Meeting via Electronic Platform

Shareholders who intend to attend the meeting electronically are required to register for the meeting by visiting maxmeeting.datamaxgroup.ng. Kindly be informed that Shareholders will be required to provide their registered email address(es) and phone number(s) in completing the accreditation. A message containing a unique link to be utilized for attending the meeting will be sent to the registered email of Shareholders upon completion of the accreditation process.

3. Dividend

If approved, Dividend will be payable on Friday, April 9, 2021, at the rate of ₦2.70Kobo per every 50 Kobo ordinary share, to shareholders whose names appear in the Register of Members at the close of business on Wednesday, March 31, 2021 (bringing total Dividend paid for the 2020 financial year to ₦3.00). Shareholders who have completed the e-Dividend Mandate Forms will receive a direct credit of the dividend into their bank accounts on the date of the Annual General Meeting. Note however, that holders of the Company's Global Depository Receipts listed on the London Stock Exchange will receive their dividend payments subsequently.

4. E-Dividend Mandate

Shareholders are kindly requested to update their records and advise Datamax Registrars Limited of their updated records and relevant bank accounts for the payment of their Dividends. The forms for e-dividend payment, Unclaimed Dividends and data update can be downloaded from the Bank's website at www.gtbank.com or from Datamax Registrars Limited's website at www.datamaxregistrars.com.

The duly completed forms should be returned to Datamax Registrars Limited, No. 2c, Gbagada Express Road, Gbagada Phase 1, Lagos State, or to the nearest Guaranty Trust Bank plc branch.

5. Unclaimed Dividend

Shareholders are required to revalidate their Unclaimed Dividends and this can be effected during the e-dividend mandate process. The list of all Unclaimed Dividends will be circulated with the Annual Report and Financial Statements. All Shareholders with Unclaimed Dividends are advised to revalidate their Unclaimed Dividends by e-mail or writing to the Registrar, Datamax Registrars Limited, No. 2c, Gbagada Express Road, Gbagada Phase 1, Lagos State, and www.datamaxregistrars.com.

6. E-Annual Report

The electronic version of the Annual report is available at www.gtbank.com. Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email. Furthermore, Shareholders who are interested in receiving the electronic version of the Annual Report are kindly required to request via email to annualreports@datamaxregistrars.com.

7. Closure of Register

The Register of Members will be closed on Thursday, April 1, 2021, to enable the Registrar prepare for payment of dividend.

8. Statutory Audit Committee

In accordance with section 404(6) of the Companies and Allied Matters Act, 2020, any shareholder may nominate a shareholder for appointment to the Statutory Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least twenty-one (21) days before the Annual General Meeting.

Kindly note that by virtue of the provisions of the Code of Corporate Governance issued by the Securities and Exchange Commission (SEC) and the Companies and Allied Matters Act, 2020, all members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by the Act of the National Assembly and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees.

9. Re-election of Directors

In accordance with the provisions of the Bank's Articles of Association, the Directors to retire by rotation at the 31st Annual General Meeting are Mr. Ibrahim Hassan and Mrs. Victoria Osondu Adefala. The retiring Directors, being eligible, offer themselves for re-election.

The profiles of the Directors retiring by rotation are available in the Annual Report and on the Bank's website at www.gtbank.com.

10. Shareholders' Right to Ask Questions

Shareholders reserve the right to ask questions at the Annual General Meeting. Shareholders may also submit questions prior to the Meeting in writing to the Company, in line with Rule 19.12(c) of the Listing Rules of The Nigerian Stock Exchange. Such questions should be addressed to the Company Secretary and reach the Company at its Head Office or by electronic mail at investorsenquiries@gtbank.com not later than 7 days to the date of the Meeting.