

**FIRST ANNUAL GENERAL MEETING** to be held at the Oriental Hotel, 3, Lekki Road, Victoria Island, Lagos State on April 8, 2022, at 10 a.m.

I/We \_\_\_\_\_ being a member/members of Guaranty Trust Holding Company Plc hereby appoint \_\_\_\_\_<sup>1</sup> or failing him/her, Mr. Hezekiah Adesola Oyinlola or failing him, Mr. Segun Agbaje as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on April 8, 2022, and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

Signature of Shareholder

Name of Shareholder

**ADMISSION CARD**

First Annual General Meeting to be held on April 8, 2022, at Oriental Hotel, 3, Lekki Road, Victoria Island, Lagos State at 10 a.m.

Name of Shareholder (in BLOCK CAPITALS):

Surname: \_\_\_\_\_

First name: \_\_\_\_\_

Shareholder's Account No: \_\_\_\_\_

Number of Shares: \_\_\_\_\_

**IMPORTANT**

1. Members (Shareholders) are required to attend the Annual General Meeting by proxy and this Proxy Form has been prepared to enable you to exercise your right to vote. Shareholders are required to appoint a proxy of their choice from the list of proxies below:

- Mr. Hezekiah Adesola Oyinlola
- Mr. Segun Agbaje
- Mrs. Cathy Echeozo
- Mr. Adebajani Adeniyi
- Mr. Erhi Obebeduo
- Mrs. Sandra Mbagwu-Fagbemi
- Sir Sunny Nwosu
- Chief Timothy Adesiyani
- Mr. Boniface Okezie
- Mr. Tunji Bamidele
- Mr. Gbenga Idowu
- Mr. Tunde Badmus
- Mrs. Efunyemi Olatunde Shopeju
- Mr. Abdullahi Tambari Kabiru
- Mr. Lawrence Oguntoye

Provision has been made on this Proxy Form for you to insert in the blank spaces, the name of the person, who will attend the Meeting and vote on your behalf.

2. Please date, sign and post the Proxy Form to reach the Registrar not less than 48 hours before the time appointed for the Annual General Meeting, at their office, Datamax Registrars Limited, No. 2C, Gbagada Express Road, Gbagada Phase 1, Lagos State. If executed by a corporate body, the Proxy Form should be sealed with its Common Seal or under the hand and seal of its attorney.

3. The above Proxy Form, when completed, must be deposited not less than 48 hours before the time fixed for the meeting.

4. It is a requirement of the Law under the Stamp Duties Act, Cap. S8, Laws of the Federation of Nigeria, 2004, that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of Shareholders must be duly stamped in accordance with the provisions of the Stamp Duties Act.

NUMBER OF SHARES:		
RESOLUTIONS	FOR	AGAINST
<b>Ordinary Business:</b>		
To receive the Audited Financial Statements for the year ended December 31, 2021, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon.		
To declare a dividend <sup>1</sup>		
To elect/re-elect Directors <sup>2</sup> : i. Mr. Hezekiah Adesola Oyinlola as a Non-Executive Director (Chairman); ii. Mr. Segun Agbaje as a Director (Group Chief Executive Officer); iii. Mr. Suleiman Barau as an independent Non-Executive Director; iv. Mrs. Helen Bouygues as an Independent Non-Executive Director; v. Mrs. Cathy Echeozo as a Non-Executive Director; vi. Mr. Adebajani Adeniyi as an Executive Director.		
To appoint Ernst & Young as the External Auditor of the Company		
To authorise Directors to fix the remuneration of the Auditors <sup>3</sup>		
To disclose the Remuneration of Managers of the Company		
To elect Members of the Statutory Audit Committee		
<b>Special Business:</b>		
To consider and approve as an Ordinary Resolution of the Company: "That, in compliance with the Rule of the Nigerian Exchange Limited governing transactions with Related Parties or Interested Persons, the Company and its related entities ("The Group") be and are hereby granted a General Mandate in respect of all recurrent transactions entered into with a related party or interested person provided such transactions are of a revenue or trading nature or are necessary for the Company's day to day operations. This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held".		
That Directors remuneration for the financial year ending December 31, 2022 and for succeeding years until reviewed by the Company in its Annual General Meeting, be and is hereby fixed at ₦20,000,000.00 (twenty million Naira only) annually for each Director.		
To consider and if thought fit pass the following resolutions as an ordinary resolution: i. "That the Company be and is hereby authorised to take all steps necessary to comply with the requirements of Section 124 of the Companies and Allied Matters Act 2020 and the Companies Regulations 2021, as it relates to unissued Shares forming part of the Share Capital of the Company, including the cancellation of the unissued Shares of the Company; ii. That the Company be and is hereby authorised to take all steps necessary to ensure that the Memorandum and Articles of Association of the Company are altered to comply with the Resolution above, including replacing the provision stating the authorised share capital with the issued share capital; iii. That the Company be and is hereby authorised to enter into and execute agreements, deeds, notices and any other document(s) necessary for and or incidental to the resolution above; iv. That the Company be and is hereby authorised to appoint such professional parties, consultants and advisers as may be required to comply with the resolution above; and v. That the Company be and is hereby authorised to perform all acts and to do all such other things as may be necessary for or incidental to giving effect to the above resolutions, including without limitation, complying with the directives of the regulatory authorities".		
Please mark the appropriate box with an "X" to indicate how you wish your votes to be cast on the resolutions set above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her/its discretion.		

1. ₦2.70K for every 50 Kobo Ordinary Share;

2. Mr. Hezekiah Adesola Oyinlola, Mr. Segun Agbaje, Mr. Suleiman Barau, Mrs. Helen Bouygues, Mrs. Cathy Echeozo, Mr Adebajani Adeniyi, were appointed as Directors in the 2021 financial year and will be presented for Shareholders approval at the 1st Annual General Meeting;

3. Ernst & Young are being recommended to the Shareholders as the Auditors of the Company following their approval as Auditors for the flagship subsidiary (Guaranty Trust Bank) at the last Annual General Meeting of GTBank.