

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-seventh Annual General Meeting of **GUARANTY TRUST BANK PLC** will hold at the Oriental Hotel, 3, Lekki Road, Victoria Island, Lagos, on Friday, April 7, 2017, at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2016, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
2. To declare a dividend;
3. To elect/re-elect Directors;
4. To authorise Directors to fix the remuneration of the Auditors;
5. To elect Members of the Statutory Audit Committee.

SPECIAL BUSINESS

6. To consider and if thought fit, pass the following as an Ordinary Resolution:

“That the Directors’ fee for the financial year ending December 31, 2017, and for succeeding years until reviewed by the Company in its Annual General Meeting, be and is hereby fixed at ₦24,500,000.00 (twenty-four million, five hundred thousand Naira only) for each financial year.”

PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her/its stead. A proxy need not be a member of the Company. 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.

BY ORDER OF THE BOARD



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

March 8, 2017

NOTES

1. Dividend

If approved, dividend will be payable on Friday, April 7, 2017, at the rate of ₦1.75 Kobo per every 50 Kobo ordinary share, to shareholders whose names appear in the Register of Members at the close of business on Tuesday, March 28, 2017 (bringing total Dividend paid for the 2016 financial year to ₦2.00). 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, while dividend warrants for shareholders who have not completed the e-dividend Mandate Form shall be posted on the same day. Note however, that holders of the Company’s Global Depository Receipts listed on the London Stock Exchange will receive their dividend payments subsequently.

2. 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. Detachable forms in respect of mandate for e-dividend payment, unclaimed/stale dividend payment and shareholder data update are attached to the Annual Report for convenience. The aforementioned forms can also 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.

3. Closure of Register

The Register of Members will be closed on Wednesday, March 29, 2017, to enable the Registrar prepare for payment of dividend.

4. Statutory Audit Committee

In accordance with section 359(5) of the Companies and Allied Matters Act, 2004, 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 the provisions of the Codes of Corporate Governance issued by the Securities and Exchange Commission (SEC); and Central Bank of Nigeria (CBN) indicate that members of the Statutory Audit Committee should have basic financial literacy and

be knowledgeable in internal control processes.

Furthermore, in line with the Financial Reporting Council of Nigeria (FRCN) Rules, the Chairman of the Statutory Audit Committee must be a professional member of an accounting body established by Act of the National Assembly in Nigeria.

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

5. Election of Directors

- i. Mr. Babatunde Temitope Soyoye is being proposed for election as a Non-Executive Director (Independent) to fill an existing vacancy.
- ii. Mr. Mobolaji Jubril Lawal is being proposed for election as an Executive Director to fill an existing vacancy.

The appointments of both Directors have been approved by the Central Bank of Nigeria and would be presented for Shareholders’ approval at the 27th Annual General Meeting.

The profiles of the aforementioned Directors are available in the Annual Report and also on the Bank’s website at www.gtbank.com.

6. Re-election of Directors

In accordance with the provisions of the Articles of Association, the Directors to retire by rotation at the 27th Annual General Meeting are Mrs. Osaretin Demuren and Mr. Ibrahim Hassan. 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 also on the Bank’s website at www.gtbank.com.

7. Shareholders’ Questions

Shareholders reserve the right to ask questions at the Annual General Meeting. Shareholders may also submit their 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.