

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of **GUARANTY TRUST HOLDING COMPANY PLC** will hold at the Oriental Hotel, 3, Lekki Road, Victoria Island, Lagos State, on April 8, 2022, 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, 2021, 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 appoint Ernst & Young as the External Auditor of the Company;
5. To authorise Directors to fix the remuneration of the Auditors;
6. To disclose the Remuneration of Managers of the Company;
7. To elect Members of the Statutory Audit Committee.

SPECIAL BUSINESS

8. 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.
9. 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.
10. To consider and if thought fit pass the following resolution 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 Resolution 10(i) 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 resolution 10(i) 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 resolution 10(i) 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”.

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 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. The Company will bear the cost of stamping of all duly completed and signed proxy forms submitted within the stipulated time.

BY THE ORDER OF THE BOARD



ERHI OBEBEDUO
Group Company Secretary/
General Counsel
FRC/2017/NBA/00000016024
Plot 635, Akin Adesola Street
Victoria Island, Lagos
March 14, 2022

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, the approval of the Corporate Affairs Commission (CAC) for the conduct of the Annual General Meeting (“the meeting”) using Proxies, was obtained. Therefore, selected proxies on the Proxy Form would be required to attend the Meeting physically. All other Shareholders have the option to attend the Meeting online and to vote at the Meeting through a proxy.

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

1. **Mr. Hezekiah Adesola Oyinlola**
2. **Mr. Segun Agbaje**
3. **Mrs. Cathy Echeozo**
4. **Mr. Adebajji Adeniyi**
5. **Mr. Erhi Obebeduo**
6. **Mrs. Sandra Mbagwu-Fagbemi**
7. **Sir Sunny Nwosu**
8. **Chief Timothy Adesiyun**
9. **Mr. Boniface Okezie**
10. **Mr. Tunji Bamidele**
11. **Mr. Gbenga Idowu**
12. **Mr. Tunde Badmus**
13. **Mrs. Efunyemi Olatunde Shopeju**
14. **Mr. Abdullahi Tambari Kabiru**
15. **Mr. Lawrence Oguntoye**

The Selected Proxies are to attend the Meeting and vote on their own behalf as well as on behalf of the Shareholders who select 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 join the meeting and follow the proceedings online via real-time streaming options which would be provided on the website of the Company before the Meeting.

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.gtco plc.com/investor-relations. It is requested that duly executed Proxy Forms 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.

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 utilised for attending the meeting will be sent to the registered email addresses of Shareholders upon completion of the accreditation process.

3. Dividend

If approved, dividend will be payable on Friday, April 8, 2022, at the rate of ₦2.70/Kobo per every 50 Kobo ordinary share, to Shareholders whose names appear in the Register of Members at the close of business on Wednesday, March 23, 2022 (bringing total Dividend paid for the 2021 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. 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 Company’s website at www.gtco plc.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 GTBank branch.

5. Unclaimed Dividend

Shareholders are required to revalidate their Unclaimed Dividend which can be effected during the e-dividend mandate process. An Unclaimed Dividend booklet containing 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 dividend either by visiting or writing to the Registrar, Datamax Registrars Limited, No. 2c, Gbagada Express Road, Gbagada Phase 1, Lagos State.

6. E-Annual Report

The electronic version of the Annual report is available at www.gtco plc.com. Shareholders who have provided their email addresses to the Registrars 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, March 24, 2022, 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 Group 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 an 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. Election/Re-election of Directors

- i. Mr Hezekiah Oyinlola is being proposed for election/re-election as a Non-Executive Director (Chairman);
- ii. Mr Segun Agbaje is being proposed for election as a Director (Group Chief Executive Officer);
- iii. Mr. Suleiman Barau is being proposed for election/re-election as an Independent Non-Executive Director;
- iv. Mrs. Helen Bouygues is being proposed for election/re-election as an Independent Non-Executive Director;
- v. Mrs. Cathy Echeozo is being proposed for election/re-election as a Non-Executive Director;
- vi. Mr. Adebajji Adeniyi is being proposed for election as an Executive Director.

The appointment of the aforementioned Directors has been approved by the Central Bank of Nigeria and will be presented for Shareholders approval at the First Annual General Meeting.

The profiles of the Directors are available in the Annual Report and also on the Company’s website at www.gtco plc.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 Exchange Limited. Such questions should be addressed to the Group Company Secretary and reach the Company at its Head Office or by electronic mail at investorsenquiries@gtbank.com not later than seven (7) days to the date of the Meeting.