

THIS UNIVERSAL SHELF PROSPECTUS IS DATED [●], 2024

THIS DOCUMENT IS IMPORTANT AND YOU ARE ADVISED TO CAREFULLY READ AND UNDERSTAND ITS CONTENTS. IF YOU ARE IN DOUBT ABOUT ITS CONTENTS OR THE ACTION TO TAKE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT, BANKER OR AN INDEPENDENT INVESTMENT ADVISER REGISTERED BY THE SECURITIES AND EXCHANGE COMMISSION, NIGERIA FOR GUIDANCE IMMEDIATELY, OR, IF YOU ARE NOT RESIDENT IN NIGERIA, FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT INVESTMENT ADVISER IN YOUR JURISDICTION.

THIS SHELF PROSPECTUS HAS BEEN REGISTERED BY THE SECURITIES AND EXCHANGE COMMISSION, NIGERIA (THE SEC OR COMMISSION) UNDER PART F, RULE 279(6) OF THE SEC RULES AND REGULATIONS (THE SEC RULES) MADE PURSUANT TO THE INVESTMENTS AND SECURITIES ACT, NO. 29, 2007, AS AMENDED FROM TIME TO TIME (THE ISA OR ACT) FOR THE PURPOSE OF PROVIDING DISCLOSURE INFORMATION ABOUT THE PROGRAMME (AS DEFINED HEREIN) AND THE SECURITIES (AS DEFINED HEREIN) TO PROSPECTIVE INVESTORS.

THE REGISTRATION OF THIS SHELF PROSPECTUS AND ANY SUBSEQUENT SUPPLEMENTARY SHELF PROSPECTUS BY THE COMMISSION SHALL NOT BE TAKEN TO INDICATE THAT THE SEC ENDORSES OR RECOMMENDS THE SECURITIES THAT MAY BE ISSUED UNDER THE PROGRAMME OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS OR REPORTS EXPRESSED HEREIN. PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN ASSESSMENT AS TO THE SUITABILITY OF INVESTING IN ANY SECURITIES THAT MAY BE ISSUED UNDER OR PURSUANT TO THIS SHELF PROSPECTUS.

THE DIRECTORS OF GUARANTY TRUST HOLDING COMPANY PLC ACCEPT RESPONSIBILITY FOR THE INFORMATION CONTAINED IN THIS SHELF PROSPECTUS AND DECLARE THAT HAVING TAKEN REASONABLE CARE TO ENSURE THAT THE INFORMATION CONTAINED HEREIN IS, TO THE BEST OF THEIR KNOWLEDGE, IN ACCORDANCE WITH THE FACTS AND DOES NOT OMIT ANYTHING LIKELY TO AFFECT THE IMPORT OF SUCH INFORMATION AND THAT SAVE AS DISCLOSED HEREIN, NO OTHER SIGNIFICANT NEW FACTOR, MATERIAL MISTAKE OR INACCURACY RELATING TO THE INFORMATION INCLUDED IN THIS SHELF PROSPECTUS (AS MAY BE AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME) HAS ARISEN OR HAS BEEN NOTED, AS THE CASE MAY BE.

IT IS A CIVIL WRONG AND CRIMINAL OFFENCE UNDER THE ISA TO ISSUE A PROSPECTUS WHICH CONTAINS FALSE OR MISLEADING INFORMATION. THE REGISTRATION OF THIS SHELF PROSPECTUS DOES NOT RELIEVE THE PARTIES FROM ANY LIABILITY ARISING UNDER THE ISA FOR FALSE AND MISLEADING STATEMENTS CONTAINED HEREIN OR FOR ANY OMISSION OF A MATERIAL FACT IN THIS SHELF PROSPECTUS.

INVESTING IN THE SECURITIES INVOLVES RISKS. FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, PLEASE REFER TO THE SECTION ON "RISK FACTORS" ON PAGES 56 TO 86 HEREOF.



Guaranty Trust Holding Company plc  
RC 1690945

**GUARANTY TRUST HOLDING COMPANY PLC**  
(Incorporated under the laws of the Federal Republic of Nigeria (Nigeria) with registration number 1690945)  
Legal Entity Identifier (LEI): 0292004488G9K8Y11649

**UP TO U.S.\$750,000,000**  
(OR EQUIVALENT AMOUNT IN NIGERIAN NAIRA OUTSTANDING FROM TIME TO TIME)  
**MULTI-CURRENCY SECURITIES ISSUANCE PROGRAMME**

Guaranty Trust Holding Company Plc (the **Issuer** or **Company** or **GTCOPLC**) has established a Multi-Currency Securities Issuance Programme, which is described in this Shelf Prospectus (the **Programme**) under which the Issuer may offer and sell equity securities (the **Equity Securities**), debt securities (the **Debt Securities**) or hybrid securities (the **Hybrid Securities**), either individually or as units in any combination described in this Shelf Prospectus (together, the **Securities**) from time to time in the Nigerian capital markets and governed by Nigerian law and/or the international capital markets and governed by English law, through any issuance method or combination of methods, in a specified currency, in one or more offerings or series, at prices and on terms determined at the time of any such offering or series, up to an aggregate value of **U.S.\$750,000,000** (seven hundred and fifty million United States dollars) or equivalent amount in Nigerian Naira outstanding from time to time.

This Shelf Prospectus is to be read and construed in conjunction with any applicable supplement (the **Applicable Supplementary Prospectus**) and the documents incorporated by reference herein, and on the basis that such documents are incorporated and form part of this Shelf Prospectus. This Shelf Prospectus describes the general terms that may apply to the Securities and the general manner in which they may be offered. The specific terms of any Securities to be offered, and the specific manner in which they may be offered, will be subject to the provisions described in the Applicable Supplementary Prospectus, and this Shelf Prospectus may not be used to sell Securities unless accompanied by an Applicable Supplementary Prospectus. **This statement does not affect or apply to the Issuer's securities in issue at the date of this Shelf Prospectus.**

This Shelf Prospectus is dated [●], 2024 and shall be valid for three (3) years following such date (the **Validity Period**) or extended for an additional period subject to the approval of the Commission (the **Extended Validity Period**). No Securities will be issued on the basis of this Shelf Prospectus read together with any Applicable Supplementary Prospectus after the expiration of the Validity Period or the Extended Validity Period (as the case may be).

PROSPECTIVE INVESTORS SHOULD READ THIS SHELF PROSPECTUS AND ANY DOCUMENTS INCORPORATED BY REFERENCE HEREIN, TOGETHER WITH ANY APPLICABLE SUPPLEMENTARY PROSPECTUS RELEVANT TO A PARTICULAR ISSUE OF SECURITIES, IN THEIR ENTIRETY.

THE DISTRIBUTION OF THIS SHELF PROSPECTUS IN OR INTO OTHER JURISDICTIONS MAY BE RESTRICTED BY LAW AND THEREFORE PERSONS INTO WHOSE POSSESSION THIS SHELF PROSPECTUS COMES SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTIONS. ANY FAILURE TO COMPLY WITH THESE RESTRICTIONS MAY CONSTITUTE A VIOLATION OF THE SECURITIES LAWS OF ANY SUCH JURISDICTION.

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE US SECURITIES ACT), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR JURISDICTION OF THE UNITED STATES, AND SUBJECT TO CERTAIN EXCEPTIONS, MAY NOT BE OFFERED, SOLD, TAKEN UP, EXERCISED, RESOLD, RENOUNCED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES. THE SECURITIES ARE BEING OFFERED AND SOLD (A) OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S AND (B) WITHIN THE UNITED STATES TO “QUALIFIED INSTITUTIONAL BUYERS” (QIBS) AS DEFINED IN RULE 144A UNDER THE US SECURITIES ACT ONLY THROUGH AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT. NO PUBLIC OFFER OF THE SECURITIES WILL BE MADE IN THE UNITED STATES. QIBS WHO ARE LOCATED IN THE UNITED STATES WILL BE REQUIRED TO EXECUTE AND DELIVER AN INVESTOR LETTER. NOTHING IN THIS SHELF PROSPECTUS CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THIS SHELF PROSPECTUS AND ANY SECURITIES THAT MAY BE ISSUED UNDER THE PROGRAMME HAVE NOT BEEN APPROVED OR DISAPPROVED BY (I) THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER REGULATORY AUTHORITY IN THE UNITED STATES, (II) THE FINANCIAL CONDUCT AUTHORITY IN THE UNITED KINGDOM OR (III) ANY OTHER REGULATOR ELSEWHERE OUTSIDE OF NIGERIA, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED COMMENT UPON OR ENDORSED THE MERITS OF ANY OFFERING OF ANY SECURITIES OR THE ACCURACY OR THE ADEQUACY OF THIS SHELF PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES, THE UNITED KINGDOM AND MAY BE ELSEWHERE, SUBJECT TO APPLICABLE SECURITIES REGULATIONS IN ANY SUCH JURISDICTION.

**Lead Issuing House**



RC1031358

**Joint Issuing Houses**



RC446561



**VETIVA**  
ADVISORY SERVICES LIMITED

RC 1804609

PROSPECTIVE INVESTORS MAY CONFIRM THE REGISTRATION OF THIS SHELF PROSPECTUS BY CONTACTING THE SECURITIES AND EXCHANGE COMMISSION, NIGERIA ON [sec@sec.gov.ng](mailto:sec@sec.gov.ng) OR +234(0)94621100 OR +234(0) 94621168.

**THIS SHELF PROSPECTUS WILL BE AVAILABLE ON THE FOLLOWING WEBSITES THROUGHOUT THE VALIDITY PERIOD.**  
[www.gtco plc.com](http://www.gtco plc.com) [www.sec.gov.ng](http://www.sec.gov.ng)

In relation to the Programme, Stanbic IBTC Capital Limited has been appointed as the lead issuing house (the **Lead Issuing House**) and Vetiva Advisory Services Limited and FCMB Capital Markets Limited have been appointed as joint issuing houses (the **Joint Issuing Houses**) (the Lead Issuing House and the Joint Issuing Houses together, the **Issuing Houses**).

In connection with the Programme and subject to applicable legal and regulatory requirements, the Issuing Houses and any of their affiliates acting as an investor for its own account may take up the Securities that may be issued under the Programme described in this Shelf Prospectus (as supplemented by any Applicable Supplementary Prospectus) and in that capacity may retain, purchase or sell for its own account any of the Issuer's other securities or related investments and may offer or sell the securities or other investments otherwise than in connection with the Shelf Prospectus or Applicable Supplementary Prospectus. Accordingly, references in this Shelf Prospectus to the Securities being offered or placed should be read as including any offering or placement of securities to the Issuing Houses and any of their affiliates acting in such capacity. None of the Issuing Houses or Affiliates intend to disclose the extent of any such investment or transaction otherwise than in accordance with any legal or regulatory obligation to do so. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the offer is made by Issuing Houses or any of its affiliates who is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Issuing House or its affiliates on behalf of the Issuer in such jurisdiction.

The Issuing Houses are authorised and regulated in Nigeria as capital market operators and are duly registered with the SEC. The Issuing Houses and any of their affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to, the Issuer for which it would have received customary fees. The Issuing Houses and any of their Affiliates may provide such services to the Issuer and any of its Affiliates in the future.

Each of the Issuing Houses is acting exclusively for the Issuer and no-one else in connection with the Programme and will not regard any other person (whether or not a recipient of this Shelf Prospectus) as their respective client(s) in relation to the Programme or any other matters referred to in this Shelf Prospectus. Each of the Issuing Houses and the Joint International Bookrunners will not be responsible to anyone other than the Issuer for providing the protections afforded to their respective clients or for providing advice in relation to the Programme or any transaction or arrangement referred to in this Shelf Prospectus. As further described in Part [XVI] "*Plan of Distribution of the Securities*," the Issuer may appoint additional issuing houses and/or underwriters, dealers or agents in connection with an offer of any Securities, who will be identified in any Applicable Supplementary Prospectus, as the case may be.

Recipients of this Shelf Prospectus are authorised solely to use it for the purpose of considering an investment in or a purchase of any Securities that may be issued under the Programme and may not reproduce or distribute this Shelf Prospectus, in whole or in part, and may not disclose any of the contents of this Shelf Prospectus or use any information herein for any other purpose. Such recipients of this Shelf Prospectus agree to the foregoing by accepting delivery of this Shelf Prospectus. The Securities are subject to selling and transfer restrictions in certain jurisdictions. Prospective subscribers should read the selling restrictions contained in Part [XX] "*Notices to Prospective Investors*," together with any additional selling restrictions that may be included in an Applicable Supplementary Prospectus. Each subscriber for the Securities will be deemed to have made the relevant representations made therein. This Shelf Prospectus does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer to buy or to subscribe for, Securities to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction, and in no circumstances can this Shelf Prospectus be used to sell Securities unless accompanied by an Applicable Supplementary Prospectus.

Each person contemplating making an investment in or a purchase of the Securities from time to time must make its own investigation and analysis of the creditworthiness of the Issuer and its own determination of the suitability of any such investment, with particular reference to its own investment objectives and experience, and any other factors which may be relevant to it in connection with such investment.

## **Definitions and Glossary**

Certain terms used in this Shelf Prospectus, including all capitalised terms and certain technical and other items, are defined and explained in Part [XXV] "*Definitions and Glossary*". References to particular years are to the respective calendar years unless otherwise stated.

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## PART I: IMPORTANT INFORMATION

This Shelf Prospectus comprises a shelf prospectus for the purposes of the SEC Rules. This Shelf Prospectus may only be used for the purposes for which it has been published.

### *Responsibility Statement*

This Shelf Prospectus has been prepared by the Issuer for the purpose of giving information to prospective investors about the Issuer, its financial condition and prospects as well as in respect of the Securities that may be issued under the multi-currency securities issuance programme described herein (the **Programme**).

The Issuer accepts responsibility for the information contained in this Shelf Prospectus and declares that the information contained herein is, to the best of its knowledge, in accordance with the facts and this Shelf Prospectus contains no omission likely to affect the import of such information.

### *Other relevant information*

This Shelf Prospectus must be read and construed together with any amendments or supplements hereto and with any information incorporated by reference herein and, in relation to any series or tranche of the Securities, must be read and construed together with any supplementary prospectus issued in accordance with the SEC Rules, a relevant pricing supplement and/or final terms (together, an **Applicable Supplementary Prospectus**). In the case of a series or tranche of the Securities, which is the subject of an Applicable Supplementary Prospectus, each reference in this Shelf Prospectus to information being specified or identified in an Applicable Supplementary Prospectus shall be read and construed as a reference to such information being specified or identified in the Applicable Supplementary Prospectus unless the context requires otherwise.

**ANY APPLICABLE SUPPLEMENTARY PROSPECTUS WILL ONLY BE VALID FOR AN ISSUANCE OF SECURITIES IN AN AGGREGATE VALUE WHICH, WHEN ADDED TO THE AGGREGATE VALUE OF ALL SECURITIES PREVIOUSLY OR SIMULTANEOUSLY ISSUED OR ANTICIPATED TO BE ISSUED AT A FUTURE DATE DURING THE VALIDITY PERIOD OR EXTENDED VALIDITY PERIOD (AS THE CASE MAY BE), DOES NOT EXCEED THE PROGRAMME LIMIT (AS DEFINED HEREIN) AT THE TIME OF SUCH ISSUANCE.**

In relation to the Programme, Stanbic IBTC Capital Limited has been appointed as the lead issuing house (the **Lead Issuing House**), Vetiva Advisory Services Limited and FCMB Capital Markets Limited have been appointed as joint issuing houses (the **Joint Issuing Houses**). The appointment of the Lead Issuing House, the Joint Issuing Houses, and any additional issuing house(s) (together, the **Issuing Houses**) and/or any dealer(s) or trustee(s) under the Programme from time to time by the Issuer, may be for a specific issue or on an ongoing basis until the expiration of the Validity Period or Extended Validity Period, as the case may be.

The Issuer has confirmed to the Issuing Houses that this Shelf Prospectus contains all necessary information with regard to it and its Subsidiaries, which is (in the context of the Programme or the issue, offering and sale of the Securities) material to an investor for making an informed assessment of the assets and liabilities, profits and losses, financial position and prospects of itself and its Subsidiaries of the rights attached to such Securities and the reasons for the issuance of such Securities and the impact of such issuance on itself. The Issuer has also confirmed that such information is true and accurate in all material respects and not misleading and does not omit to state any other fact required (in the context of the Programme or the issue, offering and sale of the Securities) to be stated therein or the omission of which would make any information contained herein misleading in any material respect and all reasonable enquiries have been made to ascertain such facts and to verify the accuracy of all such information.

The Issuer confirms that any information from third-party sources has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by such third-party source, no facts have been omitted which would render the reproduced information inaccurate or misleading.

### *No Investment Advice*

This Shelf Prospectus should not be considered as a recommendation by the Issuer, the Issuing Houses and/or any trustee or any dealer appointed in relation to any issue of Securities that any recipient of this

Shelf Prospectus, including any document incorporated by reference herein, should purchase any Securities. Each prospective investor contemplating purchasing any Securities should make its own independent assessment and appraisal of the financial condition, affairs and creditworthiness, of the Issuer. No part of this Shelf Prospectus, including any documents incorporated by reference herein, constitutes an offer or invitation by or on behalf of the Issuer, Issuing Houses and/or any trustee or any dealer appointed in relation to any issue of Securities or any of them to any person to subscribe for or to purchase any of the Securities. The Securities have not been recommended by the SEC. Furthermore, the SEC has not endorsed or recommended the Securities described herein or assumed responsibilities for the statements made in this Shelf Prospectus or confirmed the accuracy or determined the adequacy of this Shelf Prospectus. Any representation to the contrary is a criminal offence in Nigeria.

Neither the delivery of this Shelf Prospectus or any documents incorporated by reference herein or any Applicable Supplementary Prospectus or any final terms nor the offering, sale or delivery of any Securities shall, in any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof, or that the information contained in the Shelf Prospectus including any documents incorporated by reference herein is correct at any time subsequent to the date hereof or that any other written information delivered in connection herewith or therewith is correct as of any time subsequent to the date indicated in such document. The Issuing Houses and/or any dealer (or trustee appointed in relation to any issue of the Debt Securities or the Hybrid Securities) expressly do not undertake to review the financial condition or affairs of the GTCOPLC Group during the life of such Securities. Prospective investors should review, inter alia, the most recent financial statements of the GTCOPLC Group when evaluating the Securities or an investment therein.

#### ***Risk warnings relating to the Shelf Prospectus***

Prospective investors are expressly advised that an investment in any Securities that may be issued under the Programme contains certain risks and that they should therefore carefully review the entire contents of this Shelf Prospectus and any related Applicable Supplementary Prospectus. Prospective investors should ensure that they read the whole of this Shelf Prospectus and not just rely on key information or information summarised within it. Prospective investors should, in particular, see Part [XI] “*Risk Factors*” of this Shelf Prospectus when considering an investment in any Securities that may be issued under the Programme.

Prospective investors should consult their own professional advisers, such as their stockbroker, bank manager, lawyer, accountant or other financial or legal advisers before making any investment decision with regard to any Securities that may be issued under the Programme, to, among other things, consider such investment decision in light of such investor’s personal circumstances and in order to determine whether or not such prospective investor is eligible to subscribe for or purchase any of the Securities that may be issued under the Programme. In making an investment decision, prospective investors must rely on their own examination, analysis and enquiry of the Issuer and any Securities that may be issued under the Programme, including the merits and risks involved.

#### ***Selling Restrictions***

**EXCEPT AS OTHERWISE SET OUT IN THIS SHELF PROSPECTUS, ANY OFFERING DESCRIBED IN THIS SHELF PROSPECTUS IS NOT BEING MADE TO INVESTORS IN THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN, OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO, AND THIS SHELF PROSPECTUS SHOULD NOT BE FORWARDED OR TRANSMITTED, IN WHOLE OR IN PART, IN OR INTO OR FROM THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN. FAILURE TO COMPLY WITH THIS NOTICE MAY RESULT IN A VIOLATION OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.**

Because of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of any Securities under the Programme. Persons who obtain this Shelf Prospectus and any Applicable Supplementary Prospectus must inform themselves about and observe any such restrictions. See Part [XIX] “*Notices to Prospective Investors*” of this Shelf Prospectus.

**This Shelf Prospectus has been prepared solely for use in connection with the Programme and in respect of the Securities. This Shelf Prospectus has not been approved by any securities regulatory authority outside of Nigeria, and the distribution of this Shelf Prospectus and any related materials**

and the offer, acceptance, delivery, transfer, exercise, purchase of, subscription for, or trade in of the Securities in certain jurisdictions may be restricted by law. This Shelf Prospectus does not constitute any offer to sell, or an invitation to purchase, any Securities offered hereby in any jurisdiction in which such offer or invitation would be unlawful or would result in the Issuer becoming subject to public reporting obligations outside Nigeria. Persons in possession of this Shelf Prospectus are required to inform themselves about, and to observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws or any such jurisdiction. Accordingly, no Securities under this Programme may be offered or sold, directly or indirectly, and neither this Shelf Prospectus (or any Applicable Supplementary Prospectus) nor any offer material, advertisement or any other related material may be distributed or published, in or into or within any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. The Issuer and the Issuing Houses do not accept any responsibility for any violation by any person, whether or not such person is a prospective subscriber for or purchaser of any Securities that may be issued under the Programme, of any of these restrictions. Neither this Shelf Prospectus or any advertisement of any other offering material, may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations.

The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the **US Securities Act**), or under the securities law of any state or other jurisdiction of the United States, and subject to certain exceptions, may not be offered or sold within the United States.

**THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, ANY FEDERAL OR STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER REGULATORY AUTHORITY IN THE UNITED STATES, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF ANY OFFERING OR CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THE INFORMATION CONTAINED IN THIS SHELF PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.**

In the United States, this Shelf Prospectus is being furnished on a confidential basis solely for the purpose of enabling a prospective purchaser to consider purchasing the particular securities described herein.

There has been and will be no public offering of the Securities in the United States. In connection with the Programme, Securities will only be offered and sold (A) outside the United States in “offshore transactions” in compliance with Regulation S under the US Securities Act and (B) within in the United States to “qualified institutional buyers” (**QIBs**) as defined in Rule 144A under the US Securities Act only through an exemption from, or in a transaction not subject to, the registration requirements under the US Securities Act. QIBs located in the United States will be required to execute and deliver an Investor Letter. Any Securities that may be issued under the Programme may not be taken up, offered, sold, resold, reoffered, pledged, transferred, distributed or delivered directly or indirectly, within, into or in the United States at any time except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or jurisdiction of the United States.

No key information document required by Regulation (EU) No 1286/2014 (**PRIIPs Regulation**), and as it forms part of domestic law of the United Kingdom (**U.K. PRIIPs Regulation**) by virtue of the European Union (Withdrawal) Act 2018 (as amended) (**EUWA**), for offering or selling the Securities or otherwise making them available to retail investors in the European Union or the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the European Union or the United Kingdom may be unlawful under PRIIPs Regulation or U.K. PRIIPs Regulation, respectively.

***Information not contained in this Shelf Prospectus***

No person has been authorised to give any information or make any representation in connection with the Programme other than those contained in this Shelf Prospectus and, if given or made, such information or representation must not be relied upon as having been so authorised.

### ***Presentation of financial information***

Unless otherwise indicated, the financial information for GTCOPLC Group contained in this Shelf Prospectus in accordance with the International Financial Reporting Standards (**IFRS**), the Banks and Other Financial Institutions Act 2020 (**BOFIA**), and relevant circulars issued by the Central Bank of Nigeria (**CBN**), the provisions of the Companies and Allied Matters Act, 2020 (**CAMA**) and in compliance with the Financial Reporting Council of Nigeria (Amendment) Act, 2023 (**FRCN Act**).

The GTCOPLC Group's financial year end is 31 December. The GTCOPLC Group produces and publishes annual, half-yearly and quarterly financial statements as required by the Rules and Regulations of the SEC and the Rulebook of the Nigerian Exchange Limited (**NGX**).

### ***Auditing of the GTCOPLC Group's annual financial statements***

The GTCOPLC Group's annual financial statements have been audited by Ernst & Young, Nigeria (**EY Nigeria**) in accordance with the IFRS® Accounting Standards, the provisions of the CAMA, BOFIA and relevant circulars issued by the CBN and in compliance with the FRCN Act.

### ***Alternative Performance Measures***

This Shelf Prospectus contains certain financial measures that are not defined or recognised under IFRS, including the following listed below:

- **Cost to Income Ratio:** This financial measure is calculated by dividing operating expenses by operating income for the relevant review period.
- **Capital Adequacy Ratio:** This financial measure is calculated by dividing total qualifying capital by total risk weighted assets for the relevant review period.
- **Cost of Risk:** This financial measure is calculated by dividing loan loss expenses by the average opening (as at 1 January) and closing (as at 31 December) balances of the total loans and advances for the relevant review period.
- **Loans to Deposits and Borrowings:** This financial measure is calculated by dividing total loans and advances by the sum of total deposits (i.e., customer deposits and deposits from banks) and total borrowings (i.e., other borrowed funds and debt securities issued).
- **Coverage Ratio with Regulatory Risk Reserve:** This financial measure is calculated by dividing the sum of loan loss provisions and regulatory risk reserve by non-performing loans.
- **Net Interest Margin:** This financial measure is calculated by dividing net interest income by average opening (as at 1 January) and closing (as at 31 December) balances of interest-earning assets for the relevant review period.
- **Liquidity Ratio:** This financial measure is calculated by dividing liquid assets by total local currency deposits from customers.
- **Non-performing Loans to Total Loans:** This financial measure is calculated by dividing non-performing loans by total loans and advances to customers.

The Issuer considers these metrics to be the non-IFRS financial measures used by the GTCOPLC Group to help evaluate growth trends, establish budgets and assess operational performance and efficiencies. The Issuer believes that these non-IFRS financial measures, in addition to IFRS measures, provide an enhanced understanding of the GTCOPLC Group's results and related trends, therefore increasing transparency and clarity into the GTCOPLC Group's results and business.

There are no generally accepted accounting principles governing the calculation of these measures and the criteria upon which these measures are based can vary from company to company. These measures, by themselves, do not provide a sufficient basis to compare the GTCOPLC Group's performance with that of other companies and should not be considered in isolation or as a substitute for operating profit or loss or any other measure as an indicator of operating performance, or as an alternative to cash generated from operating activities as a measure of liquidity.



The GTCOPLC Group does not regard these non-IFRS financial measures as a substitute to, or superior to, the equivalent measures that are calculated in accordance with IFRS. The non-IFRS financial measures presented in this Shelf Prospectus may not be comparable to other similarly titled measures used by other companies, have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of the GTCOPLC Group's operating results as reported under IFRS.

The non-IFRS financial measures are management's responsibility and are based on management's review of its financial results and estimates; accordingly, the above information has not been audited or reviewed by EY Nigeria or any audit firm, and are to be read in conjunction with the historical information presented, but is not intended to form part of the GTCOPLC Group's statement of financial position or profit or loss up to the date hereof.

For further detail on the calculation of these non-IFRS financial measures, including reconciliations to their nearest IFRS measures, see Part [VIII] "*Selected Consolidated Financial and Other Information—Non-IFRS Financial Measures and Summary Performance Indicators*" of this Shelf Prospectus.

### ***Currencies***

In this Shelf Prospectus, unless otherwise indicated, references to "Nigerian Naira", "NGN", "Naira" or "₦" are to the lawful currency of the Federal Republic of Nigeria, references to "US dollars", "USD", "U.S.\$", "\$" or "cents" are to the lawful currency of the United States and references to "euro", "EUR" or "€" are to the lawful currency introduced at the start of the third stage of the European Economic and Monetary Union pursuant to the Treaty on the Functioning of the European Union, as amended from time to time.

Unless otherwise indicated, the financial information contained in this Shelf Prospectus has been expressed in Nigerian Naira. The GTCOPLC Group prepares its financial information in Nigerian Naira.

### ***Available Information***

The Issuer is exempted from reporting under the US Securities Exchange Act of 1934, as amended (the **US Exchange Act**), pursuant to Rule 12g3-2(b) thereunder.

### ***Cautionary Note Regarding Forward-Looking Statements***

This Shelf Prospectus contains forward-looking statements. The forward-looking statements include, but are not limited to, statements regarding the Issuer's expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statement that refers to projections, forecasts or other characterisations of future events or circumstances, including any underlying assumptions, is a forward-looking statement. The words "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "may", "might", "plan", "possible", "potential", "predict", "project", "seek", "should", "would" and similar expressions, or in each case their negatives, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

Forward-looking statements include all matters that are not historical facts. Forward-looking statements are based on the current expectations and assumptions regarding the GTCOPLC Group, the business, the economy and other future conditions of the GTCOPLC Group. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Forward-looking statements are not guarantees of future performance and the GTCOPLC Group's actual financial condition, actual results of operations and financial performance, and the development of the industries in which each operates or will operate, may differ materially from those made in or suggested by the forward-looking statements contained in this Shelf Prospectus.

In addition, even if the GTCOPLC Group's financial condition, results of operations and the development of the industries in which each operates or will operate, are consistent with the forward-looking statements contained in this Shelf Prospectus, those results or developments may not be indicative of financial condition, results of operations or developments in subsequent periods. Important factors that could cause actual results to differ materially from those in the forward-looking statements include regional, national or global, political, economic, social, business, technological, competitive, market and regulatory conditions as well as, but not limited to, the following:

- Domestic, regional and global business, economic and political conditions and geopolitical events;
- Changes in laws, rules and regulatory requirements, including capital and liquidity requirements affecting the GTCOPLC Group's operations, and the Issuer's ability to address those requirements;
- Heightened regulatory and governmental oversight and scrutiny of the GTCOPLC Group's business practices, including dealings with retail customers;
- Changes in trade, monetary and fiscal policies and laws;
- Changes in the level of inflation in the jurisdictions in which the GTCOPLC Group operates;
- Changes in income tax laws, rules and regulations in the jurisdictions in which the GTCOPLC Group operates;
- Securities and capital markets behaviour, including changes in market liquidity and volatility;
- Changes in investor sentiment or consumer spending or savings behaviour;
- Ability to manage effectively the Issuer's capital and liquidity;
- Changes in credit ratings assigned to the Issuer;
- Reputational harm;
- Ability to appropriately address social, environmental and sustainability concerns that may arise, including with respect to the Operating Entities;
- Ability to deal effectively with an economic slowdown or other economic or market disruption, including, but not limited to, with respect to the interest rate environment;
- Technological changes instituted, or the inability to institute the requisite technological changes, by the GTCOPLC Group, its counterparties or competitors;
- Effectiveness and adequacy of the GTCOPLC Group's risk management framework, disclosure controls and procedures and internal control over financial reporting;
- Ability to develop or discontinue products and services, and the extent to which products or services previously sold or offered by the Operating Entities require the incurrence of liabilities or absorption of losses not contemplated at their initiation or origination;
- Acceptance of the GTCOPLC Group's new and existing products and services by its target markets and ability to innovate and to increase market share;
- Ability to attract and retain qualified employees;
- Ability to control operating expenses;
- Competition in the industries in which the GTCOPLC Group operates;
- Changes in the credit quality of clients, customers and counterparties of the Banking Subsidiaries;
- Adverse judicial or regulatory proceedings;
- Changes in applicable accounting policies, including the introduction of new accounting standards;

- Ability to determine accurate values of certain assets and liabilities;
- Occurrence of natural or man-made disasters or calamities, including health emergencies, the spread of infectious diseases, epidemics or pandemics, an outbreak or escalation of hostilities or other geopolitical instabilities, the effects of climate change or extraordinary events beyond the Issuer’s control, and its ability to deal effectively with disruptions caused by the foregoing;
- Ability to maintain the security of the GTCOPLC Group’s financial, accounting, technology, data processing and other operational systems and facilities for the Operating Entities;
- Ability to withstand disruptions that may be caused by any failure of the Group’s operational systems or those of third parties;
- Ability to manage the risks and uncertainties of any acquisitions by the GTCOPLC Group, including the acquisition of other financial services companies, financial services assets and related deposits and liabilities. Such acquisition risks and uncertainties include those presented by the nature of the business acquired, including in some cases those associated with the GTCOPLC Group’s entry into new businesses or geographic or other markets and risks resulting from the GTCOPLC Group’s inexperience in those new areas, as well as risks and uncertainties related to the acquisition transactions themselves, regulatory issues, and the integration of the acquired businesses into GTCOPLC Group following the closing of such transactions; and
- Ability to effectively defend the GTCOPLC Group against cyber-attacks and other attempts by unauthorised parties to access its or its customers’ information or to disrupt the GTCOPLC Group’s systems.

This list of factors that may affect future performance and the accuracy of forward-looking statements is illustrative, but by no means exhaustive, and should be read in conjunction with other factors that are included in this Shelf Prospectus. See Part [XI] “*Risk Factors*” of this Shelf Prospectus. Should one or more of these risks materialise, or should any underlying assumptions prove to be incorrect, the GTCOPLC Group’s actual financial condition and results of operations could differ materially from what is described in this Shelf Prospectus as anticipated, believed, estimated or expected. All forward-looking statements should be evaluated in light of their inherent uncertainty.

Any forward-looking statement contained in this Shelf Prospectus applies only as of the date of this Shelf Prospectus and is expressly qualified in its entirety by these cautionary statements. Factors or events that could cause the GTCOPLC Group’s actual results to differ may emerge from time to time, and it is not possible for the Issuer to predict all of them. The Issuer and the Issuing Houses and any of their respective affiliates or any person acting on their behalf, expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this Shelf Prospectus to reflect any change in its expectations or any change in events, conditions or circumstances on which any forward-looking statement contained in this Shelf Prospectus is based, unless required to do so by applicable law or the SEC.

Any forward-looking statement contained in this Shelf Prospectus has not been reviewed nor reported on by EY Nigeria.

### ***Third Party Information***

The Issuer has obtained certain statistical and market information that is presented in this Shelf Prospectus from certain government and other third-party sources described herein. Views may necessarily vary among the sources from which the information in this Shelf Prospectus was obtained. This third-party information is presented under “*Description of the Issuer and the GTCOPLC Group*”, “*Risk Factors*” and “*Operating and Financial Review*”. The Issuer has accurately reproduced such information and, so far as the Issuer is aware and is able to ascertain from information published by such third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading. Nevertheless, prospective investors are advised to consider this data with caution. Prospective investors should note that some of the Issuer’s estimates are based on such third-party information. Neither the Issuer or the Issuing

Houses nor any of the Issuer's other professional advisers have independently verified the figures, market data or other information on which third parties have based their studies.

Certain statistical information reported herein has been derived from official publications of, and information supplied by, a number of Government agencies and ministries, including the CBN, the International Monetary Fund (**IMF**), the Debt Management Office, Nigeria, the National Pension Commission (**PENCOM**), the SEC and the National Bureau of Statistics (**NBS**).

***Rounding***

Certain figures included in this Shelf Prospectus have been subject to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

***Times***

All times referred to in this Shelf Prospectus are, unless otherwise stated, references to Lagos, Nigeria time.

## SERVICE OF PROCESS AND ENFORCEMENT OF CIVIL LIABILITIES

The Issuer is a public limited liability company incorporated under Nigerian law. Five of the Issuer's directors are citizens of Nigeria and substantially all of the Issuer's assets are located in Nigeria. There are two statutory regimes for the registration and enforcement of foreign judgments in Nigeria: (i) the Reciprocal Enforcement of Judgments Ordinance Chapter 175, Laws of the Federation of Nigeria and Lagos, 1958 (the **Ordinance**) and (ii) the Foreign Judgments (Reciprocal Enforcement) Act, Chapter F35 LFN 2004 (the **Act**).

### *United Kingdom and Irish Court Judgments*

The Ordinance applies to judgments obtained (a) in the High Courts of England or Ireland, or in the Court of Session in Scotland or in any territory under His Majesty's dominions to which the Ordinance is extended by proclamation; or (b) in the superior court(s) of any country covered by the Ordinance. A judgment is defined under the Ordinance as any judgment or order given or made by a court in any civil proceedings, whether before or after the commencement of the Ordinance, whether any sum of money is made payable, and includes an award in proceedings or an arbitration if the award has, in pursuance of the law in force in the place where it was made, become enforceable in the same manner as a judgment given by the court. Subject to certain exceptions, judgments obtained in these jurisdictions are enforceable by registration under the Ordinance. To be enforceable, such judgments must be registered within twelve months after the date of the judgment or such longer period as may be allowed by a High Court or other superior court in Nigeria. In addition, the judgment must: (i) derive from civil proceedings; (ii) be final and capable of execution in the country of delivery; (iii) must not have been wholly satisfied; and (iv) not suffer from want of jurisdiction, lack of fair hearing or fraud, be contrary to public policy or have been discontinued because the issue had already been decided by another competent court before its determination by the foreign court. Provided that the judgment satisfies these requirements, it will be recognised, registered and enforced in Nigeria in the currency of that judgment.

Accordingly, under the Ordinance, foreign judgments relating to the Issuer are registrable and enforceable in Nigeria if such judgments are obtained in (a) the High Courts of England or Ireland or in the Court of Session in Scotland or in other parts of His Majesty's control to which the Ordinance is extended by proclamation; or (b) the superior court of any of the countries covered by the Ordinance. However, such judgments are not registrable or enforceable in Nigeria where: (i) the foreign court acted without jurisdiction; (ii) the judgment debtor, being a person who was neither carrying on business nor ordinarily resident within the jurisdiction of the foreign court, did not voluntarily appear or otherwise submit or agree to submit to the jurisdiction of that court; (iii) the judgment debtor was not duly served with the process of the foreign court, and did not appear, notwithstanding that he was ordinarily resident or was carrying on business within the jurisdiction of the foreign court; (iv) the judgment was obtained by fraud; (v) the judgment debtor satisfies the registering court that an appeal is pending against the judgment or that he is entitled, and intends, to appeal against the judgment; or (vi) the judgment was in respect of a cause of action which could not have been entertained by the registering court for reasons of public policy or for some other similar reason. In this regard, notwithstanding that a judgment emanates from a jurisdiction to which the Ordinance applies, such judgment will not be registrable or enforceable in Nigeria if the judgment falls within any of the exceptions enumerated in items (i) to (vi) above.

### *United States and Other Jurisdictions Court Judgments*

Part I of the Act applies to judgments obtained in the superior courts of any country (other than Nigeria) that accords reciprocal treatment to judgment given in Nigeria. For the Act to be applicable to any foreign judgment, the Minister of Justice and Attorney General of the Federation (the **Minister of Justice**) must have issued an order extending the provisions of Part I of the Act to the judgments obtained from the superior courts of the relevant foreign jurisdiction from where the judgment emanated. In extending the provisions of Part I of the Act to the judgments of any superior courts of any country, the Minister of Justice has to be satisfied that substantial reciprocity of treatment will be accorded in that country to judgments given by superior courts in Nigeria. Once the Minister of Justice has exercised his power by issuing an order extending the provisions of Part I of the Act to any country, judgment creditors of judgments from the superior courts of such country will be able to apply to a High Court of a State of the Federation of Nigeria, or a High Court of the Federal Capital Territory, Abuja, or the Federal High Court (a **Nigerian High Court**) within a period of six years from the date of the judgment, or where there have

been proceedings by way of appeal against the judgment, within six years after the date of the last judgment given in those proceedings for the enforcement of the judgment.

However, since the promulgation of the Act, the Minister of Justice has not issued any order extending Part I of the Act to any foreign jurisdiction. Section 10(a) of the Act, however, provides that a judgment issued before the commencement of the Minister of Justice's order extending Part I of the Act to the foreign country where the judgment was given may be registered within a period of twelve months from the date of the judgment or such longer period as may be allowed by a superior court in Nigeria. To be registered and enforced, the judgment must: (i) derive from civil proceedings; (ii) be final and conclusive as between the parties thereto and capable of execution in the country of delivery; (iii) not have been wholly satisfied; and (iv) be a judgment where there is a sum of money payable thereunder, not being a sum payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalty (the **Additional Requirements**).

Notwithstanding the above, Nigerian courts are permitted by virtue of section 10(a) of the Act to register foreign judgments obtained prior to the commencement of the order of the Minister of Justice extending Part I of the Act to the country in which such judgment emanated, provided that the registration application is brought within twelve months after the date of such judgments or such longer period extended by the court. The relevant foreign judgment must, however, satisfy the Additional Requirements.

In the case of a registration of a foreign judgment by a superior court in Nigeria pursuant to Part I of the Act, the registering court may, upon the filing of an application by any party against whom such a registered judgment may be enforced, set aside the registration of such judgment where the court is satisfied that: (i) the judgment is not a judgment to which Part I of the Act applies or was registered in contravention of the provisions of the Act; (ii) the courts of the country of the original court had no jurisdiction in the circumstances of the case; (iii) the judgment debtor, being the defendant in the proceedings in the original court, did not (notwithstanding that process may have been duly served on him in accordance with the law of the country of the original court) receive notice of those proceedings in sufficient time to enable him to defend the proceedings and did not appear; (iv) the judgment was obtained by fraud; (v) the enforcement of the judgment would be contrary to public policy in Nigeria; or (vi) the rights under the judgment are not vested in the person by whom the application for registration was made. The registering court may also set aside a registration pursuant to Part I of the Act if it is satisfied that the matter in dispute in the proceedings in the original court had, previously on the date of the judgment, been the subject of a final and conclusive judgment by a court having jurisdiction in the matter.

There is currently no treaty between the United States and Nigeria providing for reciprocal enforcement of judgments and the Minister of Justice has not ordered the application of Part I of the Act to judgments obtained from United States' superior courts or to the courts of any other country. Thus, as of the date hereof, judgments from courts in the United States or the courts of any other country (apart from (a) the High Courts in England or Ireland, the Court of Session in Scotland and the courts in any territory under His Majesty's dominions to which the Ordinance is extended by proclamation; or (b) the superior court(s) of any country covered by the Ordinance) can be enforced in Nigeria by registration pursuant to section 10(a) of the Act if such judgments are registered within twelve months after the date of the judgment or such longer periods as may be allowed by a Nigerian High Court and they satisfy the Additional Requirements.

Accordingly, investors will only be able to register and enforce judgments obtained against the Issuer in courts of certain other foreign jurisdictions if the requirements of section 10(a) of the Act as set out above are complied with, see Part [XI] "*Risk Factors—It may not be possible for investors to enforce foreign judgments against the Issuer or its management*" of this Shelf Prospectus.

### ***Enforcement of Arbitral Awards in Nigeria***

Arbitral awards are enforceable pursuant to the Arbitration and Mediation Act, 2023 (the **AMA**). Also, the Second Schedule to the AMA makes provisions for the domestication of the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards within the Nigerian legal framework.

However, by section 58 of the AMA, the court where recognition or enforcement of an award is sought or where an application for the refusal of recognition or enforcement thereof is brought, may in certain circumstances refuse to recognise or enforce an award.

### ***Common Law Action on Foreign Judgment***

In addition to the registration regimes described above, a foreign judgment may be enforced in Nigeria under English common law. A person seeking to enforce a foreign judgment through such means would be required to commence a civil action before a court of competent jurisdiction in Nigeria, with the foreign judgment as the cause of action. An action brought in this way may also be heard and determined summarily in accordance with the applicable rules of the relevant Nigerian court.

However, some Nigerian courts have taken the view that, subject to the exceptions already discussed above, judgments of both commonwealth and non-commonwealth jurisdictions are now enforceable by registration in Nigeria by virtue of Section 10(a) of the Act.

### ***Currency of Judgment***

Based on the provisions of the Ordinance and Nigerian case law, foreign judgments can be enforced and recovered in Nigerian superior courts in a foreign currency. Further, pursuant to Paragraph 10 of Memorandum 14 of the CBN Foreign Exchange Manual (Revised Edition) 2018, Nigerian banks authorised to deal in foreign currency by the CBN (**Authorised Dealers**) are permitted to approve payments of judgment debt in foreign currency by residents of Nigeria to non-resident judgment creditors subject to obtaining the approval-in-principle of the CBN and the presentation of certain documentation requirements including but not limited to a certified true copy of the judgment with the court proceedings.

In contrast, Part I of the Act provides that a foreign judgment to which Part I of the Act applies may only be enforceable in Nigeria in Naira. The relevant provisions of Part I of the Act will only become effective when the Minister of Justice makes an order to the effect that the Act shall apply to judgments of superior courts of a particular country that accords reciprocal treatment to judgments of superior courts of Nigeria. Given that the Minister of Justice is yet to issue any order extending the application of Part I of the Act to judgments of superior courts of any country, and until such order is made, there is no restriction on Nigerian courts to allow foreign judgments to be registered, enforced and recovered in foreign currency based on the Ordinance or section 10(a) of the Act (as the case may be). However, upon the issuance of the order by the Minister of Justice, judgments of superior courts of any country ordinance, when registered and enforced in Nigeria, will be enforced only in Naira. One potential challenge presented by this regime of enforcement only in Naira is that the judgment creditor may be faced with significant exchange rate losses given that, pursuant to section 4(3) of the Act, the judgment sum will be converted into Naira on the basis of the prevailing rate of exchange on the date the judgment sought to be enforced is obtained in the original court.

### ***Effect of Registration of Foreign Judgments in Nigeria***

The legal effect of registration of any foreign judgment under the Ordinance or the Act is that the foreign judgment becomes the judgment of the registering court for the limited purpose of enforcement of the foreign judgment in Nigeria. By virtue of the Constitution of the Federal Republic of Nigeria, 1999 (as amended) (the **Constitution**), decisions of superior courts of Nigeria are enforceable in all parts of the Federation. Therefore, no party may appeal the merits of a foreign judgment registered by a Nigerian High Court before an appellate court in Nigeria merely on the basis that such a foreign judgment has been registered in Nigeria. A party may only appeal the decision of a Nigerian High Court to register or not to register the foreign judgment.

## PART II: IMPORTANT CURRENCY INFORMATION

Prospective investors will be required to subscribe for any Security in the currency specified by the Issuer (the **Specified Currency**) in any Applicable Supplementary Prospectus. If requested by a prospective investor of a Security having a currency other than a Specified Currency, the Issuing Houses or Dealers (as the case may be) may at their discretion arrange for the exchange of such currency into the Specified Currency to enable such prospective investor to subscribe for the applicable Security. Each such currency exchange will be made on the terms, conditions, limitations and charges that the Issuing Houses or Dealers may from time to time establish in accordance with the regular foreign exchange practice in the relevant market. The prospective investor will be required to bear any costs or charges related to such exchange.

### Exchange Rates

In mid-June 2023, the CBN implemented steps to unify the Nigerian foreign exchange market by replacing the old regime of multiple exchange rate segments into a single Investors' & Exporters' FX Window (or any window/market that replaces same) (the **I&E FX Window**) within which foreign exchange transactions would be determined by market forces. As a result, for the period 1 January 2023 to 30 June 2023, the Naira rate depreciated against the U.S. dollar from ₦461.5 to U.S.\$1.00 to ₦752.7 to U.S.\$1.00 after the unification of the foreign exchange market. In October 2023, the CBN changed all references from I&E FX Window to the Nigerian Autonomous Foreign Exchange Market (**NAFEM**). The Naira closed at a rate of ₦907.11 to U.S.\$1.00 as of 31 December 2023. In the period from 1 January 2024 to 31 March 2024, the Naira depreciated to ₦1,309.39.

The following table sets forth information on the Official Exchange Rate between the Naira and the U.S. dollar for each of the periods specified. The average rate for each period means the average of the exchange rates for each day during that period, as applicable.

	<u>Average</u>	<u>High</u>	<u>Low</u>	<u>Period End</u>
		<i>(U.S. dollar per Naira)</i>		
May 2024 .....	1,435.87	1,533.99	1,173.88	1,485.99
April 2024 .....	1,244.66	1,419.11	1,072.74	1390.96
March 2024 .....	1,338.20	1,665.50	838.95	1,309.39
February 2024 .....	1,525.01	1,665.50	1,418.78	1,595.11
January 2024 .....	990.96	1,482.57	838.95	1,455.59
2023 .....	649.91	1,099.05	461.00	907.11
2022 .....	429.49	461.67	415.62	462.00
2021 .....	410.30	435.00	393.33	415.00

The significant volatility and most recent devaluation in the Naira compared to other currencies, including the U.S. dollar, has had, and may continue to have, a material impact on the value of investments (including the Securities) in foreign currency terms that are held by investors. For further information involved in the risks associated with investing in the Securities issued in or linked to Naira, see Part [XI] “*Risk Factors*” of this Shelf Prospectus.

No representation is made that the Naira or U.S. dollar amounts in this Shelf Prospectus could have been converted in U.S. dollar or Naira, as the case may be, at any particular rate or at all.

### Exchange Controls

The Exchange Control (Repeal) Act No. 8 of 1995 and the Foreign Exchange (Monitoring and Miscellaneous) Provisions Act, Chapter F34 LFN 2004 (the **FEMM Act**), which repealed various pieces of legislation, substantially liberalised exchange controls in Nigeria that had been in place since 1982. The FEMM Act introduced regulatory monitoring provisions on foreign exchange in Nigeria in place of exchange control provisions. The FEMM Act allows any person to invest foreign currency or capital imported into Nigeria through an Authorised Dealer in any enterprise or security in Nigeria (except enterprises expressly prohibited by relevant provisions of Nigerian law). Following importation of the investment capital into Nigeria in a foreign currency, the Authorised Dealer shall, within a period of 24 hours, issue to the investor, a Certificate of Capital Importation (**CCI**) which guarantees unconditional repatriation and/or transferability of funds in freely convertible currency. Following a policy of the CBN issued in 2018, the introduction of electronic CCIs (**eCCIs**) was ushered into the Nigerian foreign



exchange control framework. Thus, investors now receive eCCIs which are issued and managed by the Authorised Dealer.

The CCI enables foreign investors (through an Authorised Dealer) to access the Nigerian foreign exchange market for the purpose of converting the income received from the investments and proceeds of capital invested in Nigeria into freely convertible currency.

Where the proceeds or capital from the sale of the Securities will be imported into Nigeria, the investor is required to obtain an eCCI in respect of the Securities, with the Issuer named as a beneficiary. The eCCI regime for each type of Security will be specified in the Applicable Supplementary Prospectus.

### PART III: DOCUMENTS INCORPORATED BY REFERENCE

This Shelf Prospectus should be read and construed in conjunction with:

1. The Annual Reports as of and for the financial years ended 31 December 2023, 31 December 2022 and 31 December 2021 comprising the consolidated and separate audited financial statements of the GTCOPLC Group, prepared in accordance with the IFRS and the respective Independent Auditors' Reports of EY Nigeria thereon (the **Annual Reports and Accounts**). The Annual Reports, which can be found on the website of the Issuer on <https://www.gtcopl.com>, also comply with the requirements of CAMA, BOFIA, the FRCN Act and other relevant CBN circulars
2. (i) The unaudited, reviewed consolidated financial statements of the GTCOPLC Group as of and for the three-month period ended 31 March 2024, together with the accompanying notes and the Independent Auditor's Review Report of EY Nigeria thereon (the **Q1 2024 Statements**); and  
(ii) The unaudited, reviewed consolidated financial statements of the GTCOPLC Group as of and for the three-month period ended 31 March 2023, together with the accompanying notes and the Independent Auditors' Review Report of EY Nigeria thereon (the **Q1 2023 Statements**).
3. Any Applicable Supplementary Prospectus issued pursuant to this Shelf Prospectus.
4. Any Reporting Accountant's Report issued pursuant to the SEC Rules.
5. Annual Sustainability Report.

#### Cross Reference List

For ease of reference, the table below sets out the relevant page references for the accompanying documents (or parts thereof) that are incorporated by reference into, and form part of, this Shelf Prospectus so as to provide certain information required pursuant to the SEC Rules and only the parts of the documents identified under "Incorporated Information" in the table below are incorporated into, and form part of, this Shelf Prospectus.

The parts of these documents that are not incorporated by reference are either not relevant for prospective investors or are covered elsewhere in this Shelf Prospectus. To the extent that any part of any information referred to below itself contains information that is incorporated by reference, such information shall not form part of this Shelf Prospectus.

<u>Document</u>	<u>Incorporated Information</u>	<u>Page Numbers</u>
2023 Annual Report and Accounts	Audited Consolidated and Separate Annual Financial Statements Independent Auditor's Report	88-98 83-87
2022 Annual Report and Accounts	Audited Consolidated and Separate Annual Financial Statements Independent Auditor's Report	83-93 77-82
2021 Annual Report and Accounts	Audited Consolidated and Separate Annual Financial Statements Independent Auditor's Report	82-91 75-81
2023 Annual Report and Accounts	Report of the Independent Consultants on the Review of the Corporate Governance Framework and Evaluation of the Performance of the Board of Directors by Deloitte & Touche.	82

Independent  
Auditor's Review  
Report for the Q1  
2024 Statements

Independent Auditor's Review Report

The documents listed above have been previously published, or are published simultaneously with, this Shelf Prospectus and have been filed with the SEC.

Each document incorporated by reference is current only as of the date of such document, and the incorporation by reference of such documents shall not create any implication that there has been no change in the affairs of the GTCOPLC Group since the date thereof or that the information contained therein is current as of any time subsequent to its date. Such documents shall be incorporated by reference in and form part of this Shelf Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of this Shelf Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Shelf Prospectus.

The documents incorporated by reference herein set forth above contain important information about the GTCOPLC Group and its financial condition.

#### **PART IV: ISSUE OF APPLICABLE SUPPLEMENTARY PROSPECTUS**

Following the registration of this Shelf Prospectus with the SEC, an Applicable Supplementary Prospectus may be prepared by the Issuer and the Issuing Houses (in relation to an offering of a Series or Tranches of Securities) for the approval of the SEC (or any applicable regulatory authority) in accordance with the SEC Rules or (any regulation applicable to such Series).

**Any Applicable Supplementary Prospectus will only be valid for an issuance of Securities in an aggregate value which, when added to the aggregate value of all Securities previously or simultaneously issued or anticipated to be issued at a future date during the Validity Period or Extended Validity Period (as the case may be), does not exceed the Programme Limit (as defined herein) at the time of such issuance.**

In addition, the information stated in this Shelf Prospectus may be updated by the issuance of an Applicable Supplementary Prospectus pursuant to the SEC Rules. An Applicable Supplementary Prospectus may be issued for purposes of providing updated information on matters pertaining to the Issuer or the transaction described in this document as would be required by the ISA, the SEC Rules or the listing requirements of a recognised securities exchange to be disclosed in this Shelf Prospectus to reflect any significant change affecting a matter disclosed in this Shelf Prospectus. Moreover, if a material mistake or inaccuracy relating to the information included in this Shelf Prospectus, which is capable of affecting the assessment of the Securities arises or is noted between the date of this Shelf Prospectus and the issuance of any Securities that may be issued under the Programme, an Applicable Supplementary Prospectus to this Shelf Prospectus will be published in accordance with the requirements of the ISA, the SEC Rules or the listing requirements of a recognised securities exchange on which such Securities are intended to be listed.

Statements contained in any Applicable Supplementary Prospectus issued in connection with the Programme, shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Shelf Prospectus. Any supplement shall specify which statement is so modified or superseded and shall specify that such statement shall, except as so modified or superseded, no longer constitute a part of this Shelf Prospectus.

This Shelf Prospectus is intended to provide prospective investors with information about the Issuer, the Programme and the types of Securities that may be issued under the Programme. Prior to the issuance and sale of any Securities, an Applicable Supplementary Prospectus will be issued by the Issuer in connection therewith.

## PART VI: THE PROGRAMME

A copy of this Shelf Prospectus and the documents specified herein have been delivered to the SEC for a shelf registration. This Shelf Prospectus is issued in compliance with the requirements of the SEC for the purpose of providing information in relation to the Programme.

The Securities may be listed and/or admitted to trading on such securities exchanges or trading platforms as the Issuer may determine from time to time, with the relevant information related to such listing and/or trading will be included in the Applicable Supplementary Prospectus.

The Directors have taken all reasonable care to ensure that the information concerning the Issuer as contained in this Shelf Prospectus, is true and accurate in all material respects on the date of this Shelf Prospectus and that as of the date hereof, there are no other material facts in relation to the Issuer the omission of which would make misleading any statement herein, whether in fact or opinion.

### LEAD ISSUING HOUSE

**Stanbic IBTC Capital Limited**  
RC1031358

### JOINT ISSUING HOUSES

**FCMB Capital Markets Limited**  
RC446561

**Vetiva Advisory Services Limited**  
RC 1804609

on behalf of



Guaranty Trust Holding Company plc  
RC 1690945

are authorised to distribute this Shelf Prospectus in respect of the

### UP TO U.S.\$750,000,000

(OR EQUIVALENT AMOUNT IN NIGERIAN NAIRA OUTSTANDING FROM TIME TO TIME)  
**MULTI-CURRENCY SECURITIES ISSUANCE PROGRAMME**

This Shelf Prospectus has been registered with the SEC. The registration of this Shelf Prospectus and any subsequent Applicable Supplementary Prospectus shall not be taken to indicate that the SEC endorses or recommends the Securities described herein or assumes responsibility for the correctness of any statements made or opinions or reports included herein.

**This Shelf Prospectus has not been approved by any securities regulatory authority outside of Nigeria, and the distribution of this Shelf Prospectus and the offer of the Securities in certain jurisdictions may be restricted by law. No action has been taken by the Issuer or the Issuing Houses to permit a public offering of the Securities or to permit the possession or distribution of this Shelf Prospectus (or any Applicable Supplementary Prospectus or any other offering or publicity materials relating to the Securities) outside of Nigeria in circumstances that would constitute a violation of applicable laws in any other jurisdiction.**

This Shelf Prospectus must be read in conjunction with the relevant Applicable Supplementary Prospectus to be issued by the Issuer from time to time within the Validity Period. No Securities will be issued on the basis of this Shelf Prospectus read together with any Applicable Supplementary Prospectus later than three (3) years after the issue date indicated on the cover of this Shelf Prospectus unless the Validity Period is extended for an additional period, subject to the approval of the Commission.

This Shelf Prospectus contains:

1. pages [●] to [●] set out *Important Information* about the Issuer's responsibility for this Shelf Prospectus and provides information about its authorised use;
2. on page [●], the *Sworn Declaration of the Issuer* to the effect that the Issuer and its Subsidiaries did not breach any terms and conditions in respect of borrowed monies which resulted in the occurrence of an event of default and an immediate recall of such borrowed monies during the 12 calendar months immediately preceding the date of filing an application with the SEC for the registration of this Shelf Prospectus, among other declarations;

3. on page [●], the *Confirmation of Going Concern Status* declaration by the Issuer;
4. on page [●], the *Confirmation of Going Concern Letter* issued by EY Nigeria in its capacity as the Independent Auditor of GTCOPLC;
5. on pages [●] to [●], section on *Risk Factors*, which provides details of the principal risks relating to the Issuer and the GTCOPLC Group that may affect the Issuer's ability to fulfil its obligations in connection with its Securities; and
6. on page [●], details of the *Claims and Litigation* involving the Issuer prepared by the Solicitors to the Programme.

## PART VII: SUMMARY OF THE PROGRAMME

*This section is a general summary of certain disclosures included in this Shelf Prospectus and is not exhaustive, nor does not purport to contain a summary of all the disclosures herein or all details relevant for prospective investors. This summary should be read in conjunction with and qualified in its entirety by, the more detailed information appearing elsewhere in this Shelf Prospectus, including the sections titled “Risk Factors”, “Description of the Issuer and the GTCOPLC Group” and “Description of the Securities” on pages [●]and [●] hereof.*

<b>Issuer:</b>	Guaranty Trust Holding Company Plc.
<b>Issuer’s Legal Entity Identifier (LEI):</b>	0292004488G9K8Y1I649.
<b>Description of the Issuer:</b>	<p>The Issuer is a public limited liability company incorporated under the laws of the Federal Republic of Nigeria with registration corporate (RC) number 1690945, under a certificate of incorporation dated July 24, 2020.</p> <p>The Issuer is a CBN-licensed financial holding company (FHC) that conducts substantially all of its commercial and investment activities through its Operating Entities under the “GTCO” and “Squad” brands, providing comprehensive products and services to a diversified customer base comprising millions of retail banking, commercial banking, small and medium-sized businesses, large corporates, governments and institutional customers in 10 African countries and the United Kingdom.</p> <p>The GTCOPLC Group maintains a leading market position in commercial banking and, since 2021, has been developing a solid foothold in three non-banking segments through a combination of strategic acquisitions and organic expansion into Asset/Wealth Management, Pension Funds Administration and Payment Technology/Financial Transactions Processing businesses.</p> <p>The Issuer’s issued ordinary shares, with the symbol “GTCO” (the <b>Existing Ordinary Shares</b>), are listed and admitted to trading on the Official List of the Nigerian Exchange Limited (NGX) and its global depositary receipts, with the symbol “GTCO” (the <b>Existing GDRs</b>) are listed on the Official List of the UK Financial Conduct Authority (FCA) and admitted to trading on main market for listed securities of the London Stock Exchange plc (LSE).</p> <p>The Issuer is the ultimate holding company of the GTCOPLC Group and its principal Banking Subsidiary is GTBank Nigeria.</p>
<b>Programme Description:</b>	<p>The multi-currency securities issuance programme established by way of a universal shelf registration under the SEC Rules pursuant to which Debt Securities, Equity Securities and/or Hybrid Securities (together, the <b>Securities</b>) may be offered by the Issuer from time to time, in one or more series, at prices and on terms determined at the time of any such offering, the aggregate value of which shall not exceed the Programme Limit.</p>

<b>Programme Limit:</b>	<p>The maximum limit of the Programme shall not at any time exceed US\$750,000,000 (seven hundred and fifty million United States dollars) or its equivalent amount in NGN.</p> <p>Specifically, any Applicable Supplementary Prospectus will only be valid for an issuance of Securities in an aggregate value which, when added to the aggregate value of all Securities previously or simultaneously issued or anticipated to be issued at a future date during the Validity Period or Extended Validity Period (as the case may be), does not exceed the Programme Limit (as defined herein) at the time of such issuance.</p>
<b>Description of the Securities:</b>	<p>This Shelf Prospectus provides a general description of the Securities that may be offered by the Issuer under this Programme. At the time of an offering of any of the Securities, the Issuer will provide an Applicable Supplementary Prospectus that will describe the specific amounts, prices, and such other relevant terms relating to the Securities. See “<i>Descriptions of the Securities</i>” section in this Shelf Prospectus.</p>
<b>Currencies:</b>	<p>The Securities may be denominated in Nigerian Naira or U.S. dollars (each, a <b>Specified Currency</b>), subject to compliance with all applicable legal and/or regulatory and/or central bank requirements.</p>
<b>Specified Currency:</b>	<p>The currency specified as such in the Applicable Supplementary Prospectus or, if none is specified, the currency in which the Securities offered under an Applicable Supplementary Prospectus are denominated.</p>
<b>Exchange Rate Determination:</b>	<p>The exchange rate (expressed as the Naira value of one U.S. dollar) required to derive the value of any Naira-denominated issuance of Securities under the Programme shall be based on the prevailing exchange rate determined by reference to the NAFEM Closing, which is published by the FMDQ Exchange, and made available on the FMDQ website; or the NIGNI&amp;E Index page on Bloomberg Terminal, or such other information service provider that displays the information. See “<i>Currency Exchange-Related Terms</i>” under “<i>Definitions and Glossary</i>” section in this Shelf Prospectus.</p>
<b>Risks relating to the Issuer:</b>	<p>The Issuer has identified a broad range of risks to which the GTCOPLC Group is exposed. Material risks are those to which particular attention is paid by the GTCOPLC Group’s management and which could cause the delivery of the GTCOPLC Group’s strategy, results of operations, financial condition and/or prospects to differ materially from expectations.</p> <p>Emerging risks are those which have unknown components, the impact of which could crystallise over a longer time period.</p> <p>In addition, certain other factors beyond the GTCOPLC Group’s control, including changes in laws, rules and regulatory requirements, capital and liquidity requirements affecting the Operating Entities and the Issuer’s ability to</p>



address those requirements, economic and political conditions and geopolitical events, escalation of local/regional/global conflicts, acts of terrorism, natural disasters, pandemics and similar events, could have a similar impact on the GTCOPLC Group.

See Part [XI] “*Risk Factors*” section on pages [56] to [86] of this Shelf Prospectus.

**Methods of Issue:**

The Securities may be issued by way of public offerings, private placements, rights issues or any other such methods or combination of methods described in the Applicable Supplementary Prospectus approved by the SEC and/or any other regulatory authority in the jurisdiction of such issue, as the case may be.

**Listings and Admissions to Trading:**

The Securities may be unlisted or listed on any securities exchange or market specified in the Applicable Supplementary Prospectus.

**Ratings:**

The rating of certain series of Debt Securities or Hybrid Securities may be specified in the Applicable Supplementary Prospectus. Where an issue of Debt Securities or Hybrid Securities is rated, its rating may not necessarily be the same as the rating applicable to the Issuer at the time of such issue.

**A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.**

**Selling Restrictions:**

For a description of certain restrictions on offers, sales and deliveries of the Securities and on the distribution of offering materials in Nigeria, the United States, the EEA and the United Kingdom, see Part [XIX] “*Notices to Prospective Investors*” of this Shelf Prospectus.

**Lead Issuing House:**

Stanbic IBTC Capital Limited and/or any other issuing house appointed as a lead issuing house, from time to time, in relation to the Programme.

**Joint Issuing Houses:**

FCMB Capital Markets Limited, Vetiva Advisory Services Limited and/or any other issuing house appointed as a joint issuing house and as may be specified in the Applicable Supplementary Prospectus.

**Governing Law:**

Under the Programme, Securities denominated in Nigerian Naira and all related contractual rights, obligations and documentation will be governed by, and construed in accordance with Nigerian law.

Securities denominated in USD and all related contractual rights, obligations and documentation will be governed by, and construed in accordance with English law.

## PART VIII: SELECTED CONSOLIDATED FINANCIAL AND OTHER INFORMATION

The following tables contain selected historical consolidated financial and operating information of the GTCOPLC Group as at and for the three months ended 31 March 2024 and 31 March 2023, and as at and for the years ended 31 December 2023, 31 December 2022 and 31 December 2021. The GTCOPLC Group has derived the unaudited interim financial information as at and for the three months ended 31 March 2024 and 31 March 2023, which were prepared in accordance with IFRS, on the same basis as historical consolidated financial information derived from the GTCOPLC Group's interim consolidated financial statements for the period ended 31 March 2024 (the **Interim Financial Statements**).

The GTCOPLC Group has derived the audited financial information as at and for the years ended 31 December 2023, 31 December 2022 and 31 December 2021, without adjustments, from the Financial Statements which were prepared in accordance with IFRS, on the same basis as historical consolidated financial information derived from the consolidated financial statements for the year ended 31 December 2023, 31 December 2022 and 31 December 2021 (together with the Interim Financial Statements, the **Financial Statements**). This section should be read in conjunction with the Financial Statements incorporated by reference into this Shelf Prospectus, as well as the section "Operating and Financial Review".

### Summary Consolidated Income Statement

	For the three months ended 31 March		For the years ended 31 December		
	2024	2023	2023	2022	2021
	<i>(Unaudited)</i>		<i>(Audited)</i>		
	<i>(Naira thousands)</i>				
Interest income.....	281,652,391	104,080,078	550,755,128	325,399,662	266,893,743
Interest expense.....	(54,351,893)	(21,929,022)	(114,058,543)	(66,096,535)	(46,281,121)
<b>Net interest income.....</b>	<b>227,300,498</b>	<b>82,151,056</b>	<b>436,696,585</b>	<b>259,303,127</b>	<b>220,612,622</b>
Loan impairment charges.....	(13,487,559)	(3,442,198)	(102,953,282)	(11,986,545)	(8,531,155)
<b>Net interest income after loan impairment charges.....</b>	<b>213,812,939</b>	<b>78,708,858</b>	<b>333,743,303</b>	<b>247,316,582</b>	<b>212,081,467</b>
Fee and commission income.....	55,989,328	32,429,230	124,162,260	105,147,173	74,123,774
Fee and commission expense.....	(3,738,382)	(2,492,878)	(14,733,765)	(13,155,560)	(8,472,981)
<b>Net fee and commission income.....</b>	<b>52,250,946</b>	<b>29,936,352</b>	<b>109,428,495</b>	<b>91,991,613</b>	<b>65,650,793</b>
Net gains on financial instruments classified as held for trading.....	17,794,861	10,628,132	62,201,192	40,282,341	22,390,669
Other income.....	325,016,518	10,955,665	449,346,845	68,405,721	84,402,399
<b>Total other income.....</b>	<b>342,811,379</b>	<b>21,583,797</b>	<b>511,548,037</b>	<b>108,688,062</b>	<b>106,793,068</b>
Total Operating income.....	608,875,264	130,229,007	954,719,835	447,996,257	384,525,328
Net impairment reversal / (charge) on other financial assets.....	(148,714)	-	(94,992,377)	(35,944,565)	(760,795)
<b>Net operating income after net impairment loss on financial assets.....</b>	<b>608,726,550</b>	<b>130,229,007</b>	<b>859,727,458</b>	<b>412,051,692</b>	<b>383,764,533</b>
Personnel expenses.....	(22,277,072)	(10,390,950)	(45,097,281)	(36,076,627)	(33,430,007)
Right-of-use asset amortisation.....	-	-	-	-	-
Depreciation and amortisation.....	(13,885,401)	(9,381,682)	(39,095,443)	(35,467,168)	(35,300,097)
Other operating expenses.....	(63,215,328)	(36,366,734)	(166,226,292)	(126,353,803)	(93,536,753)
<b>Total expenses.....</b>	<b>99,377,801</b>	<b>56,139,366</b>	<b>(250,419,016)</b>	<b>(197,897,598)</b>	<b>(162,266,857)</b>
<b>Profit before income tax.....</b>	<b>509,348,749</b>	<b>74,089,641</b>	<b>609,308,442</b>	<b>214,154,094</b>	<b>221,497,676</b>
Income tax expense.....	(52,331,472)	(15,922,430)	(69,653,768)	(44,980,657)	(46,658,189)
<b>Profit for the year from continuing operations.....</b>	<b>457,017,277</b>	<b>58,167,211</b>	<b>539,654,674</b>	<b>169,173,437</b>	<b>174,839,487</b>
Loss for the year from discontinued operations.....	-	-	-	-	-
<b>Profit for the period.....</b>	<b>457,017,277</b>	<b>21,583,797</b>	<b>539,654,674</b>	<b>169,173,437</b>	<b>174,839,487</b>

## Summary Consolidated Statement of Financial Position

	As at 31 March	As at 31 December		
	2024	2023	2022	2021
	<i>(Unaudited)</i>	<i>(Naira thousands)</i>		
		<i>(Audited)</i>		
<b>Assets</b>				
Cash and bank balances.....	3,621,334,930	2,309,618,698	1,621,101,169	933,591,069
Financial assets at fair value through profit or loss .....	51,224,619	28,066,613	128,782,374	104,397,651
Derivative financial assets.....	29,118,247	28,961,143	33,913,351	24,913,435
Investment securities:				
Fair Value through profit or loss .....	4,022,726	3,947,850	3,904,458	3,904,458
Fair Value through other comprehensive income .....	1,993,140,633	894,064,002	357,704,355	276,041,190
Held at amortised cost.....	1,422,543,562	1,571,317,478	863,421,525	846,923,215
Assets pledged as collateral.....	73,856,188	86,552,701	80,909,062	79,273,911
Loans and advances to banks.....	74,945	66,935	54,765	115,014
Loans and advances to customers.....	3,023,531,544	2,480,183,368	1,885,798,639	1,802,587,381
Restricted deposits and other assets.....	2,443,896,196	2,012,815,346	1,232,611,251	1,137,554,208
Property and equipment.....	295,666,386	224,298,652	197,860,484	203,971,924
Intangible assets .....	34,181,015	33,076,038	29,411,898	19,573,604
Deferred tax assets.....	20,391,366	18,285,854	10,983,098	3,187,937
<b>Total assets.....</b>	<b>13,012,982,357</b>	<b>9,691,254,678</b>	<b>6,446,456,429</b>	<b>5,436,034,997</b>
<b>Liabilities</b>				
Deposits from banks.....	305,911,706	136,053,409	125,229,187	118,027,576
Deposits from customers .....	9,202,650,733	7,410,834,190	4,485,113,979	4,012,305,554
Financial liabilities at fair value through profit or loss .....	3,475,219	809,342	1,830,228	-
Derivative financial liabilities .....	-	-	4,367,494	1,580,971
Other liabilities.....	965,131,623	493,325,925	724,902,202	231,519,271
Current income tax liabilities .....	76,797,576	41,303,351	35,307,860	22,676,168
Debt securities issued .....	-	-	-	-
Other borrowed funds.....	287,850,495	72,119,485	126,528,105	153,897,499
Deferred tax liabilities .....	113,298,123	59,680,905	12,028,172	12,800,866
<b>Total liabilities.....</b>	<b>10,955,115,475</b>	<b>8,214,126,607</b>	<b>5,515,307,227</b>	<b>4,552,807,905</b>
<b>Capital and reserves attributable to equity holders of the parent entity.....</b>				
Share capital .....	14,715,590	14,715,590	14,715,590	14,715,590
Share premium .....	123,471,114	123,471,114	123,471,114	123,471,114
Treasury shares.....	(8,125,998)	(8,125,998)	(8,125,998)	(8,125,998)
Retained earnings .....	968,483,538	580,033,938	214,858,054	198,358,025
Other components of equity .....	923,255,112	737,547,106	567,085,367	535,938,145
<b>Capital and reserves attributable to equity holders of the parent entity.....</b>	<b>2,021,799,356</b>	<b>1,447,641,750</b>	<b>912,004,127</b>	<b>864,356,876</b>
Non-controlling interests in equity .....	36,067,526	29,486,321	19,145,075	18,870,216
<b>Total equity.....</b>	<b>2,057,866,882</b>	<b>1,477,128,071</b>	<b>931,149,202</b>	<b>883,227,092</b>
<b>Total equity and liabilities.....</b>	<b>13,012,982,357</b>	<b>9,691,254,678</b>	<b>6,446,456,429</b>	<b>5,436,034,997</b>

## Summary Statement of Cash Flows

	For the three months ended 31 March		For the years ended 31 December		
	2024	2023	2023	2022	2021
	<i>(Unaudited)</i>		<i>(Audited)</i>		
			<i>(Naira thousands)</i>		
Net cash provided from operating activities .....	400,094,353	106,466,252	829,111,805	1,041,702,362	464,301,997
Net cash (used in)/from investing activities .....	(506,585,859)	(305,272,014)	(971,052,818)	(229,197,766)	(223,853,423)
Net cash used in financing activities .....	209,881,135	(3,904,056)	(160,238,185)	(121,022,252)	(54,292,813)
<b>Net (decrease)/increase in cash and cash equivalents .....</b>	<b>103,389,629</b>	<b>(202,709,818)</b>	<b>(302,179,198)</b>	<b>691,482,344</b>	<b>186,155,761</b>
Cash and cash equivalents at beginning of the period .....	2,005,936,198	1,596,078,639	1,596,078,639	905,657,236	711,429,419
Effect of exchange rate fluctuations on cash held .....	767,093,561	(16,847,613)	963,407,480	(1,060,941)	8,072,056
<b>Cash and cash equivalents at end of the period .....</b>	<b>2,876,419,388</b>	<b>1,376,521,208</b>	<b>2,257,306,921</b>	<b>1,596,078,639</b>	<b>905,657,236</b>

## Non-IFRS Financial Measures and Summary Performance Indicators

The table below presents certain non-IFRS financial measures and key performance indicators (**KPIs**) of the GTCOPLC Group as of and for the periods indicated, along with explanatory notes. This table should be read in conjunction with the section “*Important Information — Alternative Performance Measures*”. These non-IFRS financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with IFRS.

The non-IFRS financial measures do not constitute measurements of performance or liquidity under IFRS or any other generally accepted accounting principles. Investors should not place undue reliance on these non-IFRS financial measures and KPIs and should not consider these measures as:

- an alternative to profit from operating activities or profit as determined in accordance with the IFRS, or as measures of operating performance;
- an alternative to cash flows from operating, investing or financing activities, as determined in accordance with IFRS, or a measure of the GTCOPLC Group’s ability to meet cash needs; or
- an alternative to any other measures of performance under IFRS.

These measures are not indicative of the GTCOPLC Group’s historical operating results, nor are they meant to be predictive of future results. The GTCOPLC Group has presented these supplemental measures because they are used by the GTCOPLC Group to monitor the underlying performance of its business and operations and these measures provide a basis for investors to measure the GTCOPLC Group’s financial condition and results of operations over different periods of time and with other banks in general.

However, because of the discretion that the GTCOPLC Group and other banks have in defining and calculating these measures, care should be taken in comparing the non-IFRS financial measures with those of other banks, and such measures may not be directly comparable.

### Key Ratios and Key Figures, GTCOPLC Group

	For the three months ended	For the years ended 31 December		
	2024	2023	2022	2021
Basic Earnings per Share <sup>(1)</sup> .....	16.23	19.07	5.95	6.14
Diluted Earnings per Share <sup>(2)</sup> .....	16.23	19.07	5.95	6.14
Share Price <sup>(3)</sup> .....	52.50	40.50	23.00	26.00
Dividend per share <sup>(4)</sup> .....		3.20	3.00	3.00
Potential Shares Outstanding (millions) <sup>(5)</sup> .....	29,431.18	29,431.18	29,431.18	29,431.18
Return on Equity (pre-tax) <sup>(6)</sup> .....	115.27%	50.60%	23.61%	26.10%
Cost to Income Ratio <sup>(7)</sup> .....	16.33%	29.13%	48.03%	42.28%
Net Loan Loss Ratio <sup>(8)</sup> .....	0.46%	4.49%	0.62%	0.47%
Tier 1 Capital Ratio <sup>(9)</sup> .....	22.97%	20.29%	23.84%	23.03%
Total Capital Ratio <sup>(10)</sup> .....	24.95%	21.94%	24.08%	23.83%

Tier 1 Capital (Naira billions) <sup>(11)</sup> .....	1,240.93	983.80	790.01	704.45
Risk Exposure (Naira billions) <sup>(12)</sup> .....	5,401.64	4,849.14	3,313.38	3,058.34
Number of Employees <sup>(13)</sup> .....		5,487	5,192	4,889

- 1) Basic earnings per share (**Basic EPS**) is calculated as net profit attributable to equity holders of the company divided by the weighted average number of ordinary shares in issue during the year, excluding the average number of ordinary shares purchased by the company and held as treasury shares.
- 2) Diluted earnings per share (**Diluted EPS**) is calculated as net profit attributable to equity holders of the company divided by the weighted average number of ordinary shares in issue during the year inclusive of dilutive potential ordinary shares. The GTCOPLC Group however does not have any dilutive potential ordinary shares. Therefore, Basic EPS and Diluted EPS are the same for the GTCOPLC Group .
- 3) Share Price refers to the average share price of Ordinary Shares for the relevant review period.
- 4) Dividend per share is calculated by dividing the aggregate amount of dividends issued by the number of Ordinary Shares outstanding.
- 5) Potential Shares Outstanding (Millions) refers to weighted average number of ordinary shares in issue and outstanding for the relevant review period.
- 6) Return on Equity (Pre-Tax) is calculated as profit before tax divided by average equity (average of the opening and closing equity position).
- 7) Cost to Income Ratio is calculated by dividing operating expenses by operating income for the relevant review period.
- 8) Net Loan Loss Ratio is calculated by dividing the loan loss expense by the average gross loans (average of the opening and closing gross loans position).
- 9) Tier 1 Capital Ratio is calculated by dividing net total tier 1 capital by aggregate risk weighted assets.
- 10) Total Capital Ratio is calculated by dividing total qualifying capital by total aggregate risk weighted assets.
- 11) Tier 1 Capital refers to refers to ordinary share capital, share premium, retained earnings, statutory reserves and other reserves excluding regulatory reserves and regulatory deductions which include other intangible assets, goodwill, deferred tax and treasury shares.
- 12) Risk Exposure refers to total risk weighted assets, comprising credit risk weighted assets, market risk weighted assets and operational risk weighted assets.
- 13) Number of employees refers to the number of persons employed at the GTCOPLC Group as at 31 December for the relevant review period.

#### Key Ratios and Key Figures, Issuer

	For the three	For the years ended 31 December		
	months ended	2023	2022	2021
	2024			
Return on Equity (pre-tax) <sup>(1)</sup> .....	1.10%	75.73%	64.30%	12.04%
Return on Assets (pre-tax) <sup>(2)</sup> .....	0.99%	65.88%	57.59%	11.53%
Cost to Income Ratio <sup>(3)</sup> .....	48.31%	1.60%	1.97%	6.19%

- 1) Return on Equity (pre-tax) is calculated as profit before tax divided by average equity (average of the opening and closing equity position).
- 2) Return on Assets (pre-tax) is calculated as total assets divided by average equity (average of the opening and closing equity position).
- 3) Cost to Income Ratio is calculated by dividing operating expenses by operating income for the relevant review period.

#### Key Ratios and Key Figures, GTBank Nigeria

	For the three	For the years ended 31 December		
	months ended	2023	2022	2021
	2024			
Return on Equity (pre-tax) <sup>(1)</sup> .....	129.74%	48.87%	23.42%	26.15%
Return on Assets (pre-tax) <sup>(2)</sup> .....	22.06%	7.78%	3.78%	4.28%
Cost to Income Ratio <sup>(3)</sup> .....	12.76%	28.02%	45.59%	42.14%
Common Equity Tier 1 Capital Ratio <sup>(4)</sup> .....	25.54%	22.54%	26.17%	27.19%
Tier 1 Capital Ratio <sup>(5)</sup> .....	23.61%	20.50%	23.54%	22.58%
Total Capital Ratio <sup>(6)</sup> .....	24.04%	20.96%	23.99%	22.84%
Common Equity Tier 1 Capital (Naira billions) <sup>(7)</sup> ...	1,045.52	852.80	690.48	653.12
Tier 1 Capital (Naira billions) <sup>(8)</sup> .....	966.44	775.52	621.06	542.37
Risk Exposure Amount (Naira billions) <sup>(9)</sup> .....	4,094.05	3,783.92	2,638.31	2,401.84

- 1) Return on Equity (pre-tax) is calculated as profit before tax divided by average equity (average of the opening and closing equity position).
- 2) Return on Assets (pre-tax) is calculated as total assets divided by average equity (average of the opening and closing equity position).
- 3) Cost to Income Ratio is calculated by dividing operating expenses by operating income for the relevant review period.

- 4) Common Equity Tier 1 Capital Ratio is calculated by dividing gross tier 1 capital by aggregate risk weighted assets.
- 5) Tier 1 Capital Ratio is calculated by dividing net total tier 1 capital by aggregate risk weighted assets.
- 6) Total Capital Ratio is calculated by dividing total qualifying capital (which comprises net total tier 1 capital and net total tier 2 capital) by aggregate risk weighted assets.
- 7) Common Equity Tier 1 Capital refers to gross total tier 1 position.
- 8) Tier 1 Capital refers to refers to ordinary share capital, share premium, retained earnings, statutory reserves and other reserves excluding regulatory reserves and regulatory deductions which include other intangible assets and investment in subsidiaries.
- 9) Risk Exposure Amount refers to total risk weighted assets, comprising credit risk weighted assets, market risk weighted assets and operational risk weighted asset.

#### Key Ratios and Key Figures, Guaranty Trust Fund Managers Limited (GTFM)

	For the three months ended	For the years ended 31 December		
	2024	2023	2022	2021
Return on Equity (pre-tax) <sup>(1)</sup> .....	173.4%	82.3%	35.3%	N/A
Return on Assets (pre-tax) <sup>(2)</sup> .....	1.9%	0.64%	0.42%	N/A
Cost to Income Ratio <sup>(3)</sup> .....	16.2%	28.72%	57.62%	N/A
Mutual Funds (Naira thousands) <sup>(4)</sup> .....	82,303	60,357	39,690	24,146
Total AUM (Naira thousands) <sup>(5)</sup> .....	500,670	379,942	108,347	28,386
Mutual funds/Total AUM <sup>(6)</sup> .....	16.44%	15.89%	36.63%	85.06%

- 1) Return on Equity (pre-tax) is calculated as profit before tax divided by average equity (average of the opening and closing equity position).
- 2) Return on Assets (pre-tax) is calculated as total assets divided by average equity (average of the opening and closing equity position).
- 3) Cost to Income Ratio is calculated by dividing operating expenses by operating income for the relevant review period.
- 4) Mutual Funds refers to the aggregate amount of funds managed by GTFM held in the collective investment schemes (the CIS).
- 5) Total AUM refers to the total assets under management (AUM) by GTFM as at 31 December of the relevant review period.
- 6) Mutual funds/Total AUM is calculated by dividing the aggregate amount of funds managed by GTFM held in the CIS at 31 December of the relevant review period by the total AUM by GTFM as at 31 December of the relevant review period.

#### Key Ratios and Key Figures, Guaranty Trust Pension Managers Limited (GTPM)

	For the three months ended	For the years ended 31 December		
	2024	2023	2022	2021
Return on Equity (pre-tax) <sup>(1)</sup> .....	9.8%	7.95%	6.68%	N/A
Return on Assets (pre-tax) <sup>(2)</sup> .....	9.4%	7.7%	6.6%	N/A
Cost to Income Ratio <sup>(3)</sup> .....	52.3%	51.91%	44.22%	N/A
Fee and Commission Income (Naira thousands) <sup>(4)</sup> .....	61,101	589,092	392,837	210,055
Total Operating Expenses (Naira thousands) <sup>(5)</sup> ...	117,998	1,081,544	631,913	266,367
Fee and Commission Income/Operating Expenses (Times) <sup>(6)</sup> .....	0.52x	0.54x	0.62x	0.79x
RSA Volumes (ex-AES) (Naira thousands) <sup>(7)</sup> .....	50,487	45,916	30,254	30,254
Total AUM Volumes (Naira thousands) <sup>(8)</sup> .....	85,253	79,799	59,388	48,800
RSA/Total AUM <sup>(9)</sup> .....	59.2%	57.5%	50.9%	45.5%
RSA Count <sup>(10)</sup> .....	97,472	95,539	87,256	83,368

- 1) Return on Equity (pre-tax) is calculated as profit before tax divided by average equity (average of the opening and closing equity position).
- 2) Return on Assets (pre-tax) is calculated as total assets divided by average equity (average of the opening and closing equity position).
- 3) Cost to Income Ratio is calculated by dividing operating expenses by operating income for the relevant review period.
- 4) Fee and Commission Income refers to the revenue generated by from fees and commissions as at 31 December of the relevant review period.
- 5) Total Operating Expenses of GTPM as at 31 December of the relevant review period.
- 6) Fee and Commission Income/Operating Expenses-Times is calculated by dividing RSA volumes by Operating Expenses.
- 7) Retirement Savings Account (Funds I-VI) (RSA) Volumes refers to the aggregate amount of funds in RSAs as at 31 December of the relevant review period. AES refers to Approved Existing Schemes.

- 8) Total AUM volumes refers to the AUM by GTPM as at 31 December of the relevant review period.
- 9) RSA/Total AUM is calculated by dividing the aggregate amount of funds held in RSAs as at 31 December of the relevant review period by the total AUM by GTPM as at 31 December of the relevant review period.
- 10) RSA Count refers to the number of RSA Account Holders as at 31 December of the relevant review period.

**Key Ratios, HabariPay Limited (HabariPay)**

	<b>For the three months ended</b>	<b>For the years ended 31 December</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Return on Equity (pre-tax) <sup>(1)</sup> .....	61.54%	38.34%	24.00%	N/A
Return on Assets (pre-tax) <sup>(2)</sup> .....	55.91%	34.82%	23.21%	N/A
Cost to Income Ratio <sup>(3)</sup> .....	21.70%	50.85%	38.76%	N/A

- 1) Return on Equity (pre-tax) is calculated as profit before tax divided by average equity (average of the opening and closing equity position).
- 2) Return on Assets (pre-tax) is calculated as total assets divided by average equity (average of the opening and closing equity position).
- 3) Cost to Income Ratio is calculated by dividing operating expenses by operating income for the relevant review period.

**PART IX: DIRECTORS, SECRETARY, REGISTERED ADDRESS, ADVISERS AND AUDITORS**

<b>Board of Directors:</b>	<b>Hezekiah Adesola Oyinlola</b> <i>Chairman, Non-Executive Director</i> <b>Julius Kosebinu Olusegun Agbaje</b> <i>Group Chief Executive Officer</i> <b>Suleiman Barau</b> , OON <i>Independent Non-Executive Director</i> <b>Helen Heyoung Lee</b> <i>Independent Non-Executive Director</i> <b>Catherine Echeozo</b> <i>Non-Executive Director</i> <b>Adebanji Isola Adeniyi</b> <i>Executive Director</i> <i>all at the Registered Address</i>	
<b>Registered Address:</b>	Plot 635, Akin Adesola Street Victoria Island Lagos, Nigeria	
<b>RC Number:</b>	1690945	
<b>LEI:</b>	0292004488G9K8Y1I649	
<b>Telephone:</b>	+234 2012714580	
<b>Email:</b>	ir@gtcoplc.com	
<b>Website:</b>	www.gtcoplc.com	
<b>Company Secretary:</b>	<b>Erhi Obebeduo</b> Plot 635, Akin Adesola Street Victoria Island Lagos, Nigeria	
<b>Lead Issuing House:</b>	<b>Stanbic IBTC Capital Limited</b> Stanbic IBTC Towers (9th Floor) Walter Carrington Crescent Victoria Island Lagos, Nigeria	
<b>Joint Issuing Houses:</b>	<b>FCMB Capital Markets Limited</b> First City Plaza (6th Floor) 44 Marina Lagos, Nigeria	<b>Vetiva Advisory Services Limited</b> Plot 266, Kofo Abayomi Street Victoria Island Lagos, Nigeria
<b>Solicitor to the Issuer:</b>	<b>Aluko &amp; Oyebode</b> 1, Murtala Muhammed Drive Ikoyi Lagos, Nigeria	
<b>Issuer's Counsel as to English Law:</b>	<b>White &amp; Case LLP</b> 5 Old Broad Street London EC2N 1DW United Kingdom	
<b>Solicitor to the Programme:</b>	<b>Banwo &amp; Ighodalo</b> 48, Awolowo Road South West Ikoyi Lagos, Nigeria	
<b>Auditors:</b>	<b>Ernst &amp; Young</b> UBA House (10 <sup>th</sup> Floor) 57, Marina Lagos, Nigeria	



## PART X: DESCRIPTION OF THE ISSUER AND THE GTCOPLC GROUP

### Overview

The GTCOPLC Group is one of the largest financial services organisations in Africa.

Headquartered in Lagos, Nigeria, the Issuer maintains direct and indirect investments in a network of Operating Entities located in 10 countries across Africa and the United Kingdom. Within these regions, the Operating Entities provide a comprehensive range of commercial banking and related financial services to millions of retail, corporate, institutional, private banking and wealth management customers, in addition to funds and asset management, pension fund administration and payment technology/financial transactions processing operations.

The Issuer is the ultimate holding company of the GTCOPLC Group.

As at 31 December 2023, the GTCOPLC Group had total assets of ₦9.7 trillion (U.S.\$10.7 billion) and generated ₦539.7 billion (U.S.\$ 642.9 million) in profit for the year. As at 31 December 2023, the GTCOPLC Group had total equity of ₦1.4 trillion (U.S.\$ 1.6 billion) and a Tier 1 Capital ratio of 20.29 per cent. The GTCOPLC Group recorded ₦457.0 billion (U.S.\$ 348.9 million) in profit as at 31 March 2024 (on an unaudited basis).

### The Issuer

The Issuer is a public limited liability company incorporated on 24 July 2020, under the laws of the Federal Republic of Nigeria with registered corporate number 1690945. The Issuer's legal entity identifier is 0292004488G9K8Y1I649. The Issuer is duly licensed as an FHC by the CBN pursuant to the FHC Guidelines. The Issuer commenced activities on 1 August 2021.

As a public limited liability company and an FHC, the Issuer is primarily subject to the CAMA, BOFIA and the ISA and the respective subsidiary legislation and regulations in Nigeria. In addition, the Issuer holds investments in a variety of extensively regulated businesses in Nigeria and other jurisdictions, including Ghana, Kenya and the United Kingdom where its Operating Entities carry on business activities with the necessary regulatory authorisations. See Part [XIII] "*Regulatory Overview of the Issuer and the Operating Entities*" of this Shelf Prospectus.

The incorporation of the Issuer was the outcome of a board decision by GTBank Nigeria's Board of Directors in November 2019, which culminated in the corporate reorganisation of GTBank Nigeria and its banking subsidiaries at the time, into a financial services group comprising GTBank Nigeria and its banking subsidiaries and other permissible non-banking entities under a holding company structure, by way of a scheme of arrangement (the **Restructuring**).

The primary objective of the Restructuring was to provide the GTCOPLC Group with the strategic flexibility to explore commercial opportunities across the financial services landscape in order to achieve diversification of the GTCOPLC Group's revenues beyond its banking business. In addition, the Restructuring aimed to (i) provide the platform for the GTCOPLC Group to develop structural agility and resilience and (ii) to facilitate the GTCOPLC Group's continued compliance with extensive banking regulations and supervision across its operating jurisdictions, while building on the transformation of businesses and markets brought on by seeking to utilise advancements in technology, in order to maximise value for its shareholders.

The Issuer emerged as the ultimate holding company of the GTCOPLC Group following the completion of the Restructuring in 2021. Detailed information about the Restructuring is provided under the section titled "*Statutory and General Information—The Restructuring*" in this Shelf Prospectus. The GTCOPLC Group has since expanded and has signified its intent to continue its expansion within and beyond banking business through a combination of organic growth and strategic acquisitions.

As at 31 December 2023, the Ordinary Shares of the Issuer are widely held with 332,595 shareholders. As at 31 December 2023, no individual shareholder held more than five per cent. of the Issuer's issued share capital except Stanbic Nominees Nigeria Limited and Zenith Pension Fund Custodian Limited, which held 19.78 per cent. and 8.32 per cent., respectively, of the Ordinary Shares largely in trading accounts on behalf of various investors.

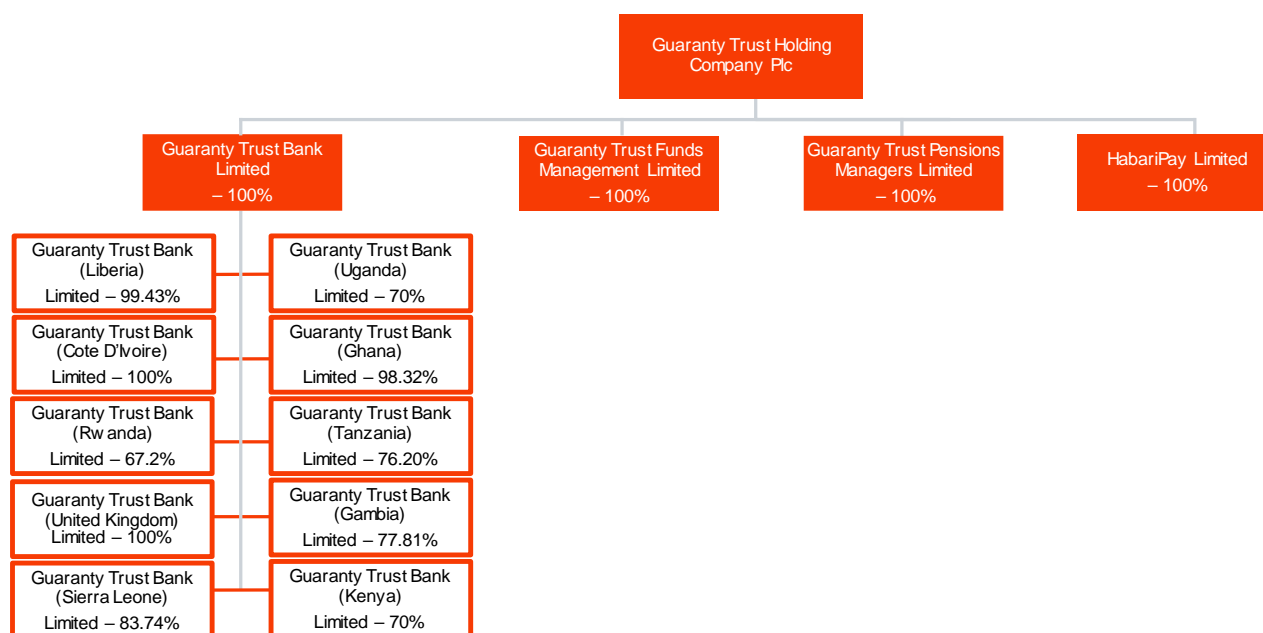
Save as disclosed, the Issuer is not directly or indirectly owned or controlled by any one individual or group of collective shareholders and is not aware of any arrangements which may result in a change of this position. As at 31 December 2023, the Issuer’s six-member Board controlled, in the aggregate, 0.13 per cent. of the Issuer’s issued share capital.

The Issuer’s Existing Ordinary Shares, with the symbol “GTCO”, are listed and admitted to trading on the Official List of the NGX and its Existing GDRs, with the symbol “GTCO”, are listed on the Official List of the FCA and admitted to trading on the LSE’s main market for listed securities.

## The GTCOPLC Group Organisational Overview

### Ownership Structure

The following is an illustrative diagram of the GTCOPLC Group reflecting the Issuer’s direct and indirect ownership percentage in each Subsidiary as of the date of this Shelf Prospectus:



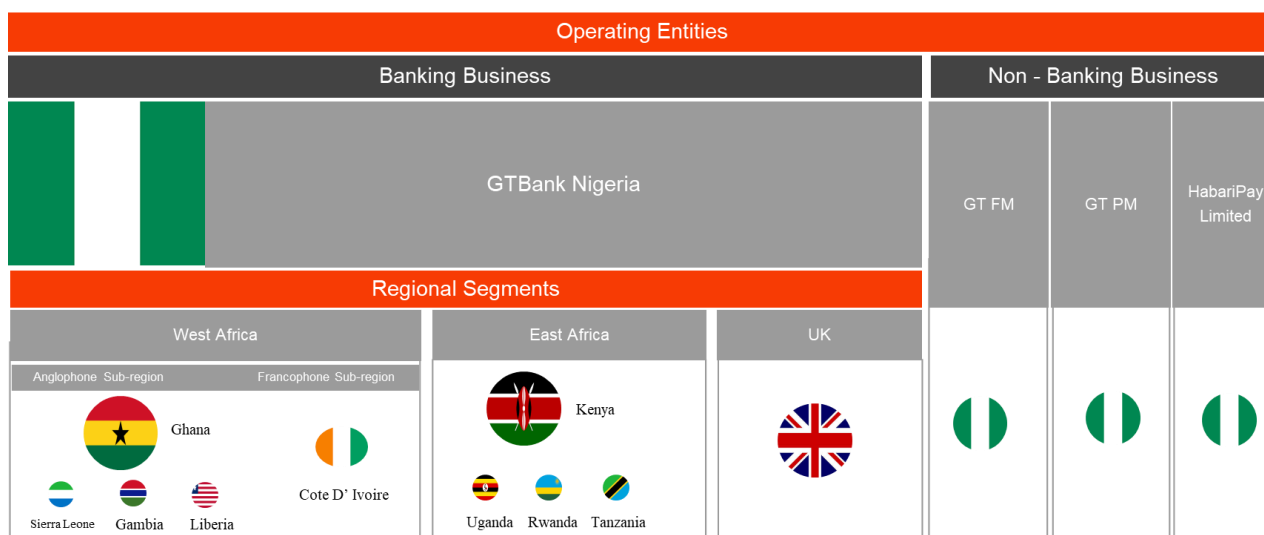
### Operational Structure

The GTCOPLC Group’s activities are currently structured into four operating business segments, namely:

- (i) the banking business segment (the **Banking Business Segment**), which comprises GTBank Nigeria (the **Principal Banking Subsidiary**), GTBank West Africa (which is further divided into the Anglophone and Francophone sub-regions), GTBank Nigeria East Africa and GTBank UK; and
- (ii) each of the three non-banking business segments (the **Non-Banking Business Segments**).

The Banking Business Segment and the Non-Banking Business Segment (together, the **Operating Entities**) are individually organised as a strategic business division.

The following diagram illustrates the Operating Entities and the regional operating segments of the GTCOPLC Group.



The principal activities of the Operating Entities are described in further detail in the “*Operating Entities*” section below.

### ***Governance and Oversight Structure***

The Board determines the overall strategic direction for the GTCOPLC Group and is the decision-making body for all other significant matters. The Board also ensures that the GTCOPLC Group’s executive leadership strikes an appropriate balance between promoting long-term growth and delivering short-term objectives.

The Board is accountable to shareholders for creating and delivering sustainable value through its monitoring of the GTCOPLC Group’s financial performance, condition and strategic objectives as well as following up on the implementation of such objectives, thus actively contributing to the GTCOPLC’s mission to develop the GTCOPLC Group as a focused, sustainable, and globally recognised brand.

The Issuer is subject to several statutory and regulatory requirements in Nigeria and the United Kingdom in relation to its governance and oversight structure. See Part [XXII] “*Corporate Governance and Oversight Framework*” of this Shelf Prospectus for detailed information about the Issuer’s governance structure.

### **Key strengths**

The GTCOPLC Group believes that it has a number of competitive strengths that will allow it to further solidify its position as a leading African financial services group. These strengths include:

#### ***Experienced leadership team with a strategic vision for the growth of the Group and extensive track record of execution***

The Issuer’s strategic vision is to be the leading financial services provider in Africa, enabling access to end-to-end financial services for every African and African businesses by leveraging technology and strategic partnerships. The combined experience of GTCOPLC’s executive leadership team and its strategic vision are key strengths that further sharpen GTCOPLC’s competitive edge as it continues to navigate an increasingly competitive financial services industry. The GTCOPLC Group’s executive leadership team has a proven track record of accessing both domestic and international capital markets, deploying capital to achieve organisational objectives, driving efficiencies and profitability across various business cycles. Their strategic insights and forward-thinking approach enable the GTCOPLC Group to anticipate industry trends, capitalise on emerging opportunities, and mitigate potential risks. The Group’s commitment to operational excellence and the deeply ingrained culture of innovative thinking and flawless execution within the leadership team continue to position the Issuer as a resilient and agile player in the financial services sector.

See Part [XXII] “*Corporate Governance and Oversight Structure*” of this Shelf Prospectus for the profiles of the Board and executive leadership.

### ***Well-recognised and trusted brand***

Leveraging the legacy of the “Guaranty Trust” Brand, the GTCOPLC Group believes the “GTCO” brand is recognisable across Africa and represents trust and integrity for a diverse and extensive customer base that spans various income levels, geographic regions, demographics, business types, and investor classes. The GTCOPLC Group believes it is recognised as a Socially Responsible Corporate Citizen and believes that it can grow and sustain the value of its businesses by what it gives back to the communities wherein the GTCOPLC Group operates. The GTCOPLC Group also passionately believes that Corporate Social Responsibility embodies its ardent commitment and social pact with all its stakeholders. Therefore, a significant part of the GTCOPLC Group’s annual earnings are committed towards supporting structures and initiatives across diverse areas of community development, education, environment and art.

Over the past three decades, the Issuer’s aspiration to be Africa’s leading financial services institution has been underpinned by concrete actions and an in-depth understanding of the diverse needs of its stakeholders. Year in, year out, the GTCOPLC Group strives to curate a wide range of consumer-focused events and meaningful branded experiences, including the Annual Autism Conference, the “YOU Read Initiative”, the GTCO Food and Drink Festival and the GTCO Fashion Weekend, that seek to plug deficits in societal narratives, provide free business platforms and strengthen small businesses. While the continuing success of the brand’s community development initiatives echoes the brand promise of creating great experiences, the GTCOPLC Group believes that this will further strengthen the “GTCO” brand.

### ***Advanced information technology systems and products that provide a platform to support growth***

The Issuer’s mission is to make end-to-end financial services easily accessible to every African and African business by leveraging technology and strategic partnerships. Innovation is a core strategic pillar across GTCOPLC’s operations and it influences the Group’s commitment to reimagining the ways it serves and supports its customers.

Leaving nothing to chance, the GTCOPLC Group puts its customers at the heart of its products and services experience. The GTCOPLC Group strives to innovate and disrupt, meticulously refining its processes and scaling them effectively. With the use of technology, the GTCOPLC Group acquires and services customers across multiple online and offline channels and its Operating Entities currently serve over 40 million customers across Nigeria, West Africa, East Africa and the United Kingdom.

Advancements in technology continuously reshape how the GTCOPLC Group engages with its customers. These innovations inspire GTCOPLC to remodel its spectrum of service delivery and customer engagement in its aim to be at the forefront of financial services innovation.

### ***Robust Balance Sheet and Solvency Position***

The GTCOPLC Group’s balance sheet has remained resilient, with strong capital positions as it relates to the full IFRS 9-impact capital adequacy ratio (**CAR**), which was 24.95 per cent. as at 31 March 2024. Tier 1 Capital constitutes a significant component of the GTCOPLC Group’s capital position closing at ₦983.8 billion as at 31 December 2023, representing 92.46 per cent. of the GTCOPLC Group’s total qualifying capital of ₦1.1 trillion based on the approved June 2023 capital position.

The GTCOPLC Group’s capital has also been sensitised for Basel III compliance at multiple levels of Naira devaluation and is sufficiently robust to meet the requirements of additional capital buffers for conservation and countercyclical events under Basel II and the impact of the expected growth in value of foreign currency risk-weighted assets.

### ***Efficient Cost Management and Consistent Returns***

The GTCOPLC Group’s Cost to Income Ratio (**CIR**) for the year ended 31 December 2023, was 29.1 per cent. The GTCOPLC Group has consistently had more favourable cost to income ratios than other FHCs within its peer group. The GTCOPLC Group has achieved these efficiency ratios by managing its operating expenses in line with its growth strategy, while effectively utilising information technology and support systems.

Additionally, the GTCOPLC Group has maintained consistently strong Return on Average Assets (**ROAA**) and Return on Average Equity (**ROAE**). The GTCOPLC Group’s ROAA was 6.69 per cent. for the year ended 31 December 2023, 2.85 per cent. for the year ended 31 December 2022 and 3.37 per cent.

for the year ended 31 December 2021. The GTCOPLC Group's ROAE was 44.82 per cent. for the year ended 31 December 2023, 18.65 per cent. for the year ended 31 December 2022) and 20.60 per cent. for the year ended 31 December 2021.

## **Strategy**

### ***The GTCOPLC Group Strategic Plan (the Strategic Plan)***

#### ***Phase 1: 2022 – 2025 (Status: Ongoing)***

The first phase of the Strategic Plan was focused on a methodical execution of the primary objective of the Restructuring.

The Issuer has successfully achieved a sustainable diversification of its revenue base with the creation of new income lines beyond its banking businesses. This was achieved through its organic expansion and acquisitions into complementary financial services business areas, specifically Funds Management, Pensions Fund Administration and Payments Technology.

#### ***Phase 2 – Positioning for Growth (2026 – 2028)***

The GTCOPLC Group's objective in the second phase of the Strategic Plan is to use the net proceeds from offerings under the Programme to fund strategic investments and accretive acquisitions to deepen its growth and expansion within and outside Nigeria over the next three years:

### **Banking Businesses**

#### ***Organic expansion***

The Issuer intends to organically expand its Banking Business Segment through the following activities:

1. Strengthen of the capital base of GTBank Nigeria in order to meet regulatory requirements, boost its lending capacity and competitive positioning, with a particular focus on its Retail, SME and Institutional segments, and generally provide support for the Bank's growth trajectory and overall long-term strategy.
2. Extract additional value from ex-Nigeria Banking Subsidiaries by deepening market penetration in the respective host economies.
3. Expand into new markets within Sub-Saharan Africa.

### **Non-Banking Businesses**

#### ***Selective Bolt-on Acquisitions and Adjacent Opportunities***

The Issuer will seek to:

- complement its expansion strategy with selective bolt-on acquisitions and capitalise on new adjacent market opportunities to continue its steady extension of the "GTCO" brand across financial services.
- Swiftly integrate such acquisitions into its network and utilise its expertise, skills and infrastructure to transfer best practices, optimise costs and deliver attractive returns on capital to shareholders.
- Continue leveraging the GTCOPLC Group's synergies through the cross-selling of complementary products and services and harnessing efficiencies of scale across the Operating Entities.

### **Improved Customer Experience and Investments in Technology**

The Issuer intends to take the following actions to improve customer experience with substantial investments in information technology:

- Continue upgrading the core application technology and infrastructure across the GTCOPLC Group.

- Expand and enhance digital retail channels to further improve customer experience.
- Accelerate GTCOPLC Group-wide innovation to ensure identification of new technologies and business models to remain relevant across all verticals and markets.
- Continue embedding artificial intelligence, biometrics, machine learning, data analytics, and explore the integration possibilities of emergent technologies into its various business models.

### **Risk, Control and Compliance Management**

The GTCOPLC Group recognises that an effective risk management function is fundamental to its activities. The GTCOPLC Group’s comprehensive risk management process involves identifying, understanding and managing the risks associated with each of the Operating Entities.

The GTCOPLC Group’s Risk Management currently operates within an integrated geographical and divisional structure, in line with the GTCOPLC Group’s operating structure. This approach is core to assuming a tolerable risk and reward profile for the GTCOPLC Group. The GTCOPLC Group aims to strengthen the risk and compliance management framework as a critical element in its pursuit for growth under the second phase of the Strategic Plan.

### **Market Position and Competition**

The GTCOPLC Group considers four FHCs to be its key competitors for the provision of a full range of banking and other financial services in Nigeria. These key competitors are Access Holdings Plc, FBN Holdings Plc, Stanbic IBTC Holdings Plc and Zenith Bank Plc. See “—*Competition*” and “*The Nigerian Banking Sector*” below.

### **Operating Entities**

#### ***Principal Banking Subsidiary***

#### **Guaranty Trust Bank Limited (GTBank Nigeria or Bank)**

##### *Historical Development*

GTBank Nigeria was incorporated in July 1990 as a Nigerian private limited liability company under the CAMA, with registration number 152321. The Bank obtained its licence to operate as a commercial bank from the CBN in the same year and commenced operations in 1991. GTBank Nigeria re-registered as a public limited liability company in 1996.

In September 1996, GTBank Nigeria sought a listing on the Official List of The Nigerian Stock Exchange (the **NSE** - now known as the **NGX**) by way of introduction of 400,000,000 ordinary shares of 50 kobo each at ₦10.00 kobo per share. The market capitalisation of ₦4 billion made the transaction the largest ever listing by introduction on the NSE at the time.

In 2001, GTBank Nigeria was issued a universal banking licence by the CBN and carried on business as such under the BOFIA.

In October 2010, the CBN issued the *Regulation on the Scope of Banking Activities and Ancillary Matters* (the **CBN Banking Activities Regulation**), which took effect from November 2010 with a May 2012 compliance date, which was subsequently extended to September 2012 and then extended later on a bank-by-bank basis. Pursuant to the CBN Banking Activities Regulation, the former universal banking guidelines were repealed and banking activities were segregated into commercial banking, merchant banking and specialised banking (including non-interest banks, microfinance banks, development banks and mortgage banks). GTBank Nigeria was issued a *Commercial Banking License with International Scope* in December 2012 under the CBN Banking Activities Regulation.

In July 2021, GTBank Nigeria re-registered as a private limited liability company and became the Principal Subsidiary of the GTCOPLC Group and the intermediate holding company (**IHC**) in relation to the ex-Nigeria Banking Subsidiaries upon completion of the Restructuring.

The entire issued ordinary share capital of GTBank Nigeria is beneficially owned by the Issuer.

## Capital Raising Activities

### Equity

GTBank Nigeria has completed four successful equity capital raising exercises (comprising three public offerings and one special placement) as of the date immediately prior to the date of this Shelf Prospectus.

1. In October 2001, GTBank Nigeria completed an initial public offering, the net proceeds of which amounted to ₦2.55 billion.
2. In October 2004, the Bank embarked on a follow-on public offering, upon completion of which a total sum of ₦21.2 billion was raised, resulting in a capitalisation of over ₦33 billion, which allowed the Bank to exceed the minimum capital requirements of ₦25 billion established by the CBN as part of its recapitalisation and consolidation plan for the Nigerian banking industry in that year.
3. In July 2007, GTBank Nigeria raised U.S.\$824 million through a concurrent domestic and international issue of the global depository receipts (the **Global Offer**). Upon completion of the Global Offer, the GDRs were listed on the Official List of the UK Listing Authority (now the **FCA**) and admitted to trading on the LSE main market for listed securities, making GTBank Nigeria the first Nigerian company with a dual listing of equity securities on the LSE and the NSE. This transaction was awarded “*Nigerian Deal of the Year 2008*” by The Banker Magazine.
4. In August 2011, the International Finance Corporation (the **IFC**), an international organisation established by Articles of Agreement among its member countries, including the Federal Republic of Nigeria and the private arm of the World Bank) and the IFC’s co-investment vehicle, IFC ALAC Holding Company III, made an equity investment of US\$30 million (in Naira equivalent) in the share capital of GTBank Nigeria. The equity investment, which was a component of a U.S.\$200 million funding package for the Bank, was implemented by way of a special placement under the SEC Rules pursuant to the resolution of the shareholders at a duly and properly convened Extraordinary General Meeting held on 21 October 2010.

### Debt

- GTBank Nigeria has been the recipient of several on-lending facilities from international development finance institutions (**DFIs**) over the years. The Bank received various credit lines from the IFC, Netherlands Development Finance Company, European Investment Bank, African Development Bank, Société de Promotion et de Participation pour La Cooperation Economique S.A. and Deutsche Investitions- und Entwicklungsgesellschaft mbH. GTBank Nigeria continues to maintain strong relationships with the DFIs.
- In January 2007, GTBank Nigeria accessed the international capital markets for the first time with an issue of USD 350 million Notes due 2012, issued through the Bank’s then wholly-owned subsidiary, GTB Finance B.V. (the Netherlands-incorporated special purpose vehicle). This transaction was named “*Nigerian Deal of the Year 2007*” by The Banker Magazine.
- In 2008, GTBank Nigeria established a U.S.\$2,000,000,000 Global Medium Term Note Programme (the **GMTN Programme**), pursuant to which GTB Finance B.V., issued Eurobonds in 2011 and 2013 which were listed on the UKLA (now FCA) and admitted to trading on the regulated market of the LSE. The GMTN Programme was duly approved by the CBN and the Eurobonds issued thereunder irrevocably and unconditionally guaranteed by GTBank Nigeria.

## Awards and Recognition

GTBank Nigeria has been a recipient of several awards for its service to its millions of customers. The Bank was honoured with the “*Brand Africa Award for Most Admired Financial Services Brand*” in Nigeria and Africa in 2022. Two years prior to that, The Asian Banker named “*GTBank the Best Managed Bank during the COVID-19 pandemic in Nigeria*”, a testament to the institution’s resilience and will to navigate challenging times through its effective crisis management initiatives.

Solidifying its position as a leading financial institution, GTBank Nigeria has consistently received prestigious awards for its long-standing impact and exemplary drive for innovation, including the World Finance *Best Banking Group in Nigeria* (2020), *Best Retail Bank in Nigeria* (2020), and *Banking Brand of the Decade* (2011-2020). In 2019, GTBank Nigeria was named “Africa’s Best Bank” at the Euromoney Awards.

GTBank Nigeria’s pursuit of excellence remains tireless, as evidenced by its inclusion in the 2022 rankings of the “*Top 100 Most Admired Brands in Africa*” and The Banker’s 2023 listings of the “*Top 1000 Banks in the World*” and “*Top 100 African Banks*”. These accolades are a testament to the Bank’s commitment to customer satisfaction and community upliftment.

### *Product and Service Offerings*

GTBank Nigeria offers a wide range of commercial banking products and services to individuals and institutions across various income, business and geographical segments within and outside Nigeria through the following market-facing segments:

#### **Institutional/Wholesale Banking Segment**

Focuses on large Nigerian and multinational corporate organisations with annual turnover of at least ₦20.0 billion (U.S.\$22.0 million) through the following divisions:

- Corporate Banking Division;
- Foods & Beverages Division;
- Energy Banking Division;
- Financial Institutions Division and Telecommunications Group; and
- Global Markets Division.

The Institutional/Wholesale Banking Segment facilitates global trade and payments for its customers enabling the achievement of their objectives by providing access to GTBank Nigeria’s expertise, institutional/correspondent relationships and geographical reach, particularly in Africa and the United Kingdom.

The Global Markets Division’s product specialists deliver a comprehensive range of treasury solutions, financing (syndication and non-syndication structures), financial advisory, loan administration agency services and provides general structuring support to the Institutional/Wholesale Banking Segment’s core divisions.

#### **Retail Banking Division**

To meet its customers’ needs, GTBank Nigeria offers a full suite of retail banking products and services designed for every demography, across transactional banking, lending (with *QuickCredit*, one of the leading retail lending products in the Nigerian banking industry) and wealth/private banking.

GTBank Nigeria has over 32.4 million total customers in Nigeria, including non-resident Nigerians (through its premium *NRN Banking Service*) and ultra-high net worth individuals and their families (through its exclusive *Private Banking Service*).

#### **Commercial Banking Division**

Structured to meet the banking needs of medium-sized entities such as manufacturers, importers, distributors, traders and other corporate organisations, including those in the financial and payment technology business, with annual turnover between ₦5.0 billion and ₦20.0 billion (U.S.\$5.5 million and U.S.\$22.0 million, respectively). GTBank Nigeria has over 141,000 Commercial Banking customers.



<b>Business Banking Division</b>	Provides banking services (covering current accounts, deposits, credit facilities and trade) with annual turnover between ₦1.0 billion and ₦5.0 billion (U.S.\$1.1 million and U.S.\$5.5 million, respectively) to over 200,000 customers.
<b>SME Banking Division</b>	Offers banking products and services tailored for small- and medium-sized enterprises ( <b>SMEs</b> ) and ventures with annual turnover of less than ₦1 billion (U.S.\$1.1 million). GTBank Nigeria has over 2.8 million SME Banking Division customers.
<b>Public Sector Banking Division</b>	Services the banking needs of government (at federal, state and local government levels) ministries, departments and agencies and contractors. GTBank Nigeria has over 11,000 Public Sector Division customers.

These core banking business areas are supported by corporate centres covering GTBank Nigeria’s entire range of functions as follows:

<b>Enterprise Risk Management Division</b>	Responsible for risk management, monitoring and oversight.
<b>Technology &amp; Digital Banking Division</b>	Responsible for ensuring operational efficiency and innovative digital products.
<b>Transaction Services Division</b>	Branch level operations and in-person customer information service.
<b>International Settlement Division</b>	Comprises global trade and international settlement operations.
<b>Customer Experience Division</b>	Responsible for differentiated customer experience with consistent outcomes across touchpoints, while also ensuring that all staff have a duty in ensuring a robust customer experience.
<b>Human Resources Division</b>	Responsible for talent recruitment and retention initiatives, compensation and reward strategy, learning and development, staff welfare and other related activities.
<b>Compliance Division</b>	Responsible for the implementation of the Board-approved AML/CFT/CPT and compliance framework and ensures adherence to several legal and regulatory requirements across Nigeria and internationally
<b>Systems and Control Division</b>	Responsible for internal audit, internal control, fraud investigation and inspectorate activities.
<b>Financial Control Division</b>	Responsible for defining accounting policies, procedures, standards and controls. The division is also responsible for tax and tax-related matters, budgeting and regulatory reporting.

#### *Financial Information*

The following table shows the historic breakdown of GTBank Nigeria’s total revenue by operating segments for the periods indicated:

**Year ended 31 December (in thousands of Naira, except percentages)**

	2023		2022		2021	
	Revenue by Segment	Percentage of Group's Total Revenue	Revenue by Segment	Percentage of Group's Total Revenue	Revenue by Segment	Percentage of Group's Total Revenue
Institutional/Wholesale Banking .....	695,623,587	58.7%	272,345,470	50.9%	231,047,477	52.0%
Retail Banking .....	317,847,970	26.8%	163,131,098	30.5%	138,223,484	31.1%
Business Banking .....	15,854,886	1.3%	8,235,493	1.5%	-	-
Commercial Banking .....	66,571,771	5.6%	39,714,339	7.4%	36,808,045	8.3%
SME Banking .....	66,799,684	5.6%	41,223,634	7.7%	29,248,787	6.6%
Public Sector Banking .....	23,275,973	2.0%	10,890,874	2.0%	8,729,069	2.0%
<b>Total .....</b>	<b>1,185,973,868</b>	<b>100%</b>	<b>535,540,910</b>	<b>100%</b>	<b>444,056,862</b>	<b>100%</b>

### Market Share and Competition

GTBank Nigeria's operating environment is intensely competitive. The Bank expects that competition in the Nigerian banking industry will continue to be intense and therefore it must continuously evolve and adapt to significant changes because of ongoing regulatory reform, technological advances and prevailing economic conditions.

### Banking Subsidiaries outside of Nigeria

The Banking Subsidiaries conducting business across West Africa and East Africa regions as well as the United Kingdom, are described below.

The following table shows the historic breakdown of the GTCOPLC Group's total revenue by geographic market for the periods as indicated:

	Year ended 31 December 2023		Year ended 31 December 2022		Year ended 31 December 2021	
	Revenue by Geographic Market	Percentage of Group's Total Revenue	Revenue by Geographic Market	Percentage of Group's Total Revenue	Revenue by Geographic Market	Percentage of Group's Total Revenue
	<i>(in thousands of NGN, except percentages)</i>					
Nigeria .....	936,134,277	78.9%	401,951,870	74.5%	331,716,713	74.1%
Rest of West Africa .....	187,968,742	15.8%	102,139,685	18.9%	87,830,548	19.6%
East Africa .....	35,526,642	3.0%	24,808,639	4.6%	23,503,218	5.2%
Europe .....	26,835,764	2.3%	10,334,703	1.9%	4,760,106	1.1%
<b>Total .....</b>	<b>1,186,465,425</b>	<b>100.0%</b>	<b>539,234,897</b>	<b>100.0%</b>	<b>447,810,585</b>	<b>100.0%</b>

The following table shows the historic breakdown of the GTCOPLC Group's total profit before income tax by geographic market for the periods as indicated.

	Year ended 31 December 2023		Year ended 31 December 2022		Year ended 31 December 2021	
	Profit Before Income Tax by Geographic Market	Percentage of Group's Total Profit Before Income Tax	Profit Before Income Tax by Geographic Market	Percentage of Group's Total Profit Before Income Tax	Profit Before Income Tax by Geographic Market	Percentage of Group's Total Profit Before Income Tax
	<i>(in thousands of NGN, except percentages)</i>					
Nigeria .....	478,552,412	78.5%	182,248,420	85.1%	169,437,001	76.5%
Rest of West Africa .....	105,570,933	17.3%	26,269,306	12.3%	46,566,980	21.0%
East Africa .....	13,713,201	2.3%	7,220,661	3.4%	6,618,147	3.0%
Europe .....	11,471,896	1.9%	(1,584,293)	(0.7)%	(1,124,452)	(0.5)%
<b>Total .....</b>	<b>609,308,442</b>	<b>100.0%</b>	<b>214,154,094</b>	<b>100.0%</b>	<b>221,497,676</b>	<b>100.0%</b>

### GTBank West Africa

#### Guaranty Trust Bank (Ghana) Limited (GTBank Ghana)/GTBank West Africa Regional Hub

GTBank Ghana was incorporated as a private limited liability company in October 2004, with registration certificate number C-68,758 under the Companies Code, 1963 (Act 179) and was issued a license to operate as a universal bank by the Bank of Ghana (the **BoG**) in February 2006. The BoG was established pursuant to the Bank of Ghana Act 2002 (Act 612), as amended, and is responsible for overseeing and regulating the banking and credit systems to ensure their stability and safety, as outlined in the Constitution

of Ghana and the Banking Act 2004 (Act 673). See “—*Legal and Regulatory Framework of GTBank Ghana*” under “*Regulation of the Issuer and the Operating Entities*”.

Since its commencement of operations in March 2006, GTBank Ghana has grown to become one of Ghana’s leading financial institutions offering a wide range of financial products and services to its customers throughout Ghana. The Bank’s main focus is to strengthen its strategic businesses of corporate banking, commercial banking and retail banking to its over 1.4 million corporate and retail customers. GTBank Ghana currently has 585 core employees and operates from 36 branches strategically located nationwide with banking operations in Greater Accra, Ashanti, Western, Brong Ahafo, Volta and Northern regions. GTBank Ghana is the regional hub for the Group’s West Africa banking operations.

As of 31 December 2023, GTBank Nigeria owned 98.32 per cent. of GTBank Ghana.

As of, and for the three months ended 31 March 2024, GTBank Ghana had total assets of ₦1.2 trillion and recorded profit before tax of ₦39.6 billion. As of, and for the year ended 31 December 2023, GTBank Ghana had total assets of ₦857.0 billion and recorded profit before tax of ₦65.9 billion. As of, and for the year ended 31 December 2022, GTBank Ghana had total assets of ₦383.8 billion and recorded profit before tax of ₦10.2 billion.

### ***GTBank West Africa (Anglophone Sub-Region)***

#### ***Guaranty Trust Bank (Gambia) Limited (GTBank Gambia)***

GTBank Gambia commenced banking business in 2002 to conduct commercial banking business and was incorporated pursuant to the Companies Act 2013, as amended, and licenced by the Central Bank of Gambia (CBG) under the Banking Act 2009, as amended. The CBG, established pursuant to the Central Bank of the Gambia Act, 2018, as amended, is responsible for regulating banks and financial institutions, as well as the formulation of and implementation of monetary and exchange rate policies and managing the reserves of Gambia. The CBG establishes supervisory rules for all financial institutions operating in the Gambia, which are implemented through regulations, guidelines and circulars. Combined with close supervision, these instruments are aimed at achieving a sound and progressive financial services sector.

As of 31 December 2023, GTBank Nigeria owned 77.81 per cent. of GTBank Gambia, the remaining shares were owned by Gambian institutions and nationals.

GTBank Gambia provides a wide range of financial services and products for individuals, corporations, international institutions, and public sector organisations. As of 31 December 2023, GTBank Gambia operated 14 branches and one e-branch in Gambia, with 195 employees. As of, and for the three months ended 31 March 2024, GTBank Gambia had total assets of ₦292.2 billion and recorded profit before tax of ₦6.3 billion. As of, and for the year ended 31 December 2023, GTBank Gambia had total assets of ₦185.3 billion and recorded profit before tax of ₦9.0 billion. As of, and for the year ended 31 December 2022, GTBank Gambia had total assets of ₦82.5 billion and recorded a profit before tax of ₦4.4 billion.

#### ***Guaranty Trust Bank (Sierra Leone) Limited (GTBank Sierra Leone)***

GTBank Sierra Leone was established in 2002 following the acquisition of a majority interest in the then First Merchant Bank of Sierra Leone, and its subsequent rebranding. It is regulated by the Bank of Sierra Leone (the BSL) in accordance with the Other Financial Services (Amendment) Act, 2007. The BSL was established pursuant to the Bank of Sierra Leone Act 2019, as amended, and authorised to formulate and implement monetary policies, financial regulations and prudent standards and other related matters.

As of 31 December 2023, GTBank Nigeria owned 83.74 per cent. of GTBank Sierra Leone.

As of 31 December 2023, GTBank Sierra Leone operated across 16 branches, and employed 250 core staff. GTBank Sierra Leone provides a wide range of financial services and products for corporate and retail customers. As of, and for the three months ended 31 March 2024, GTBank Sierra Leone had total assets of ₦178.9 billion and recorded profit before tax of ₦4.9 billion. As of, and for the year ended 31 December 2023, GTBank Sierra Leone had total assets of ₦113.1 billion and recorded profit before tax of ₦5.8 billion. As of, and for the year ended 31 December 2022, GTBank Sierra Leone had total assets of ₦51.1 billion and recorded profit before tax of ₦2.7 billion.

### *Guaranty Trust Bank (Liberia) Limited (GTBank Liberia)*

GTBank Liberia was incorporated in June 2007 and granted a full license in March 2008 by the Central Bank of Liberia (the **CBL**) under the New Financial Institution Act of 1999 to conduct commercial banking business in Liberia. The CBL was established pursuant to the Central Bank of Liberia Act 2020 (as amended) with the objective of maintaining price stability, regulating bank and non-bank financial institutions, managing the foreign reserves of Liberia, amongst others.

As of 31 December 2023, GTBank Nigeria owned 99.43 per cent. of GTBank Liberia.

GTBank Liberia had 10 branches as of 31 December 2023, and 125 core employees. The services provided in Liberia consist of general financial services to corporate and public sectors as well as retail services. As of, and for the three months ended 31 March 2024, GTBank Liberia had total assets of ₦374.1 billion and recorded profit before tax of ₦6.6 billion. As of, and for the year ended 31 December 2023, GTBank Liberia had total assets of ₦250.7 billion and recorded profit before tax of ₦10.2 billion. As of, and for the year ended 31 December 2022, GTBank Liberia had total assets of ₦109.7 billion and recorded profit before tax of ₦2.9 billion.

### *GTBank West Africa (Francophone Sub-Region)*

#### *Guaranty Trust Bank (Cote d'Ivoire) S.A. (GTBank Cote d'Ivoire)*

GTBank Cote d'Ivoire is the GTCOPLC Group's first subsidiary in Francophone West Africa. See “— *Legal and Regulatory Framework of GTBank Cote d'Ivoire*” under “*Regulation of the Issuer and the Operating Entities*.”

GTBank Côte d'Ivoire is a wholly-owned subsidiary of GTBank Nigeria, and its operations consist of providing general financial services to corporate, retail and public sector customers. GTBank Côte d'Ivoire had four branches as of 31 December 2023, with over 175,000 customers. As of, and for the three months ended 31 March 2024, GTBank Cote d'Ivoire had total assets of ₦404.8 billion and recorded profit before tax of ₦10.3 billion. As of, and for the year ended 31 December 2023, GTBank Cote d'Ivoire had total assets of ₦285.7 billion and recorded profit before tax of ₦14.8 billion. As of, and for the year ended 31 December 2022, GTBank Cote d'Ivoire had total assets of ₦104.7 billion and recorded profit before tax of ₦6.0 billion.

### *GTBank East Africa*

#### *Guaranty Trust Bank (Kenya) Limited (GTBank Kenya)/GTBank East Africa Regional Hub*

GTBank Kenya is GTBank's first subsidiary in East Africa. GTBank Kenya holds GTBank Uganda (as defined below) and GTBank Rwanda (as defined below) as its subsidiaries. The three banks were integrated into the GTCOPLC Group following the acquisition of a 70.0 per cent. stake in Fina Bank Limited, a commercial bank then operating in Kenya, with subsidiaries in Uganda and Rwanda in December 2013, which was subsequently rebranded. GTBank Kenya and its subsidiaries provide commercial banking services to a range of corporate, public sector and retail clients.

As of 31 December 2023, GTBank Nigeria owned 76.9 per cent. of GTBank Kenya, with the remaining shares owned by Kenyan corporations and individuals.

As at 31 December 2023, GTBank Kenya had nine branches. As of, and for the three months ended 31 March 2024, the GTBank Kenya Group had total assets of ₦600.8 billion and recorded profit before tax of ₦7.0 billion. As of, and for the year ended 31 December 2023, GTBank Kenya had total assets of ₦170.1 billion and recorded profit before tax of ₦6.5 billion. As of, and for the year ended 31 December 2022, GTBank Kenya had total assets of ₦123.6 billion and recorded profit before tax of ₦4.8 billion.

#### *Guaranty Trust Bank (Uganda) Limited (GTBank Uganda)*

GTBank Uganda sits as a subsidiary of GTBank Kenya and was integrated into the GTCOPLC Group following the acquisition of Fina Bank in 2013. GTBank Uganda is regulated by the Bank of Uganda (the **BOU**) under the Financial Institutions Act 2004 (as amended). The BOU was established pursuant to Bank of Uganda Act Cap 51 and is responsible for the formulation and implementation of monetary policy decisions, maintaining external reserves, as well as regulating and supervising financial institutions,

including pension fund institutions, among others. Effective July 2024, GTBank Uganda will transition into a credit finance institution, following the consent of the BOU. The permissible activities under the new licence are the same as a commercial banking licence save for establishing checking account and trading of foreign currency.

As of 31 December 2023, GTBank Nigeria owned a 70.0 per cent. indirect stake in GTBank Uganda.

As of 31 December 2023, GTBank Uganda had eight branches, and 153 core employees. As of, and for the year ended 31 December 2023, GTBank Uganda had total assets of ₦61.5 billion and recorded profits before tax of ₦1.1 billion. As of, and for the year ended 31 December 2022, GTBank Uganda had total assets of ₦32.2 billion and recorded profits before tax of ₦0.8 billion.

#### *Guaranty Trust Bank (Rwanda) Limited (GTBank Rwanda)*

GTBank Rwanda is a subsidiary of GTBank Kenya. GTBank Rwanda was incorporated into the GTCOPLC Group in 2013 following the acquisition of Fina Bank. GTBank Rwanda is regulated by the National Bank of Rwanda (the **NBR**) pursuant to Law N° 47/2017 of 23/09/2017 and Regulation N° 2310/2018 - 00013[614] of 27/12/2018 of the NBR. The NBR was established pursuant to Law N° 48/2017 of 23/09/2017 and is tasked with the primary responsibility of ensuring price stability and a sound financial system. The NBR is authorised to issue regulations and guidelines in the enforcement of its regulatory powers and to coordinate activities of financial institutions within the market.

As of 31 December 2023, GTBank Nigeria owned 67.20 per cent. indirect stake in GTBank Rwanda.

As of 31 December 2023, GTBank Rwanda has 14 branches and 117 core employees. As of, and for the year ended 31 December 2023, GTBank Rwanda had total assets of ₦143.7 billion and recorded profits before tax of ₦5.4 billion. As of, and for the year ended 31 December 2022, GTBank Rwanda had total assets of ₦60.9 billion and recorded a profit before tax of ₦1.7 billion.

#### *Guaranty Trust Bank (Tanzania) Limited (GTBank Tanzania)*

GTBank Tanzania was incorporated under the Companies Act, 2002 domiciled in the united republic of Tanzania and is authorised by the Bank of Tanzania (the **BOT**) pursuant to the Banking and Financial Institutions Act 2006, commencing operations on 28th December 2017 to further extend the GTCOPLC Group's banking operations in East Africa. The BOT, which was established pursuant to the Bank of Tanzania Act 2006, is responsible for regulating banks and financial institutions, as well as being responsible for formulation, implementation of monetary policy, exchange rate policy and the managing the reserves of Tanzania. The BOT establishes supervisory rules for all financial institutions, which are implemented through regulations, guidelines and circulars.

As of 31 December 2023, GTBank Nigeria owned 76.2 per cent. of GTBank Tanzania, with the remaining shares owned by individuals and corporations.

As of 31 December 2023, GTBank Tanzania has one branch and 39 employees. As of, and for the three months ended 31 March 2024, GTBank Tanzania had total assets of ₦42.7 billion and recorded a recorded profit before tax of ₦57.8 million. As of, and for the year ended 31 December 2023, GTBank Tanzania had total assets of ₦26.2 billion and recorded a loss of ₦0.03 billion. As of, and for the year ended 31 December 2022, GTBank Tanzania had total assets of ₦13.4 billion and recorded a loss of ₦0.1 billion.

### **Europe**

#### *Guaranty Trust Bank (UK) Limited (GTBank UK)*

GTBank UK was incorporated in February 2007 and authorised to undertake regulated activities in March 2008 by the Financial Services Authority (the **FSA**). GTBank UK commenced operations as a commercial bank in May 2008, pursuant to a licence issued by the UK regulatory authority in accordance with the Financial Services Market Act (as amended) (**FSMA**). In 2013, pursuant to FSMA, the FSA was split into two entities, the Prudential Regulatory Authority (**UK PRA**) that is responsible for prudential regulation and the FCA that is responsible for promoting the safety of the financial markets and strengthening the conduct and integrity of the market. Since 2013, GTBank UK has been recognised as being authorised by the UK PRA and regulated by both the UK PRA and the FCA. See “—*Regulation of the Issuer and the*

*Operating Entities*” for additional information on the legal and regulatory framework under which GTBank UK operates.

GTBank UK provides trade finance, correspondent banking, corporate banking and personal banking services, with a principal focus on the provision of mortgage products and trade finance to African counterparties who have business connections in the UK. GTBank UK continues to be one of the main correspondent banks in the UK for the GTCOPLC Group through its network banking services.

GTBank UK is a wholly owned subsidiary of GTBank Nigeria.

As of, and for the three months ended 31 March 2024, GTBank UK had total assets of ₦889.8 billion and recorded a profit of ₦5.8 billion. As of, and for the year ended 31 December 2023, GTBank UK had total assets of ₦545.1 billion and recorded a profit of ₦11.4 billion. As of, and for the year ended 31 December 2022, GTBank UK had total assets of ₦350.0 billion and recorded a loss of ₦1.6 billion.

## **Non-Banking Subsidiaries**

### *Overview*

In 2022, the GTCOPLC Group achieved completion of its diversification strategy through the acquisitions of the entire stake held by Investment One Financial Services Limited in Investment One Pension Managers Limited and Investment One Fund Managers Limited, which facilitated GTCOPLC’s entry into the Asset Management and Pension Fund Management businesses. The acquired businesses were subsequently renamed GTFM and GTPM, respectively. Also in 2022, the Issuer extended its diversification strategy into the payments industry, launching HabariPay after receiving the final approval of the CBN. HabariPay shortly thereafter introduced its flagship product, **Squad**.

### *Fund/Asset Management Business*

GTFM, the GTCOPLC Group’s wealth management business, provides a range of investment management services and solutions related to fixed income, equity, real estate debt and equity, private credit and other alternatives and multi-asset class strategies, to institutional and retail clients in Nigeria, as well as for GTFM’s general account. GTFM also cross-sells accessible investment solutions to the GTCOPLC Group’s corporate and retail customers leveraging the existing retail base and digital-first approach to financial services.

### *Product Offerings*

GTFM products are broadly classified into two main categories, namely the Collective Investment Schemes, also known as mutual funds (**Mutual Funds**), and segregated funds (**Segregated Funds**).

### *Mutual Funds*

Mutual Funds are investment vehicles that allow for the pooling of investor funds, which are invested by GTFM across a range of assets classes depending on the risk appetite of the customers. The investors share the risk and the return of the investment in proportion of their participatory interest in the underlying portfolios based pursuant to the trust deeds governing each Mutual Fund.

GTFM currently manages five Mutual Fund portfolios as follows:

<b>Class of Fund</b>	<b>Description</b>	<b>Fund Size (₦’ Bn)</b>
<i>Guaranty Trust Dollar Fund</i>	<ul style="list-style-type: none"> <li>Investment in U.S. dollar-denominated securities.</li> <li>Provide investors an opportunity for currency diversification of their investible funds.</li> <li>Permissible asset classes include Eurobonds (70 per cent. - 100 per cent.); money market instruments (0 per cent. - 30 per cent.).</li> </ul>	45.9

<i>Guaranty Trust Money Market Fund</i>	<ul style="list-style-type: none"> <li>• Low risk open-ended unit trust scheme with competitive returns.</li> <li>• Focuses on investing funds in quality money market securities.</li> <li>• Permissible asset classes include money market instruments (0 per cent. - 60 per cent.), bank placements (15 per cent. - 75 per cent.) and short-term government instruments (25 per cent.- 85 per cent.).</li> </ul>	22.1
<i>Guaranty Trust Fixed Income Fund</i>	<ul style="list-style-type: none"> <li>• Investments in fixed income securities and guarantees principal investment.</li> <li>• Permissible asset classes include fixed income (70 per cent. -100 per cent.), equities (0 per cent. -10 per cent.) and money market instruments (0 per cent.-30 per cent.).</li> </ul>	11.1
<i>Guaranty Trust Balanced Fund</i>	<ul style="list-style-type: none"> <li>• Diversified portfolio, which invests in variable and fixed income securities, such as equities, treasury bills and other money market instruments.</li> <li>• Permissible asset classes include fixed income (20 per cent. - 60 per cent.), equity (40 per cent. - 60 per cent.), money market instruments (0 per cent. - 40 per cent.) and cash (0 per cent. - 5 per cent.).</li> </ul>	2.7
<i>Guaranty Trust Equity Fund</i>	<ul style="list-style-type: none"> <li>• Invest primarily in dividend yielding listed equities listed on the NGX.</li> <li>• Permissible asset classes include equities (70 per cent. - 95 per cent.), money market instruments (5 per cent. - 30 per cent.) and cash (0 per cent. - 5 per cent.).</li> </ul>	0.5

### *Segregated Funds*

GTFM's Segregated Fund portfolio offerings comprise structured investment products and advisory services aimed at enabling clients achieve their investment objectives. The portfolios are managed on a discretionary (privately-managed funds) basis, where GTFM has the responsibility of making the investment decisions subject to the investors risk profile assessment and pre-agreed investment objectives, or a non-discretionary basis, where the responsibility for investment decisions resides with the client, with the services of an asset manager employed for advice and execution of trade instructions.

GTFM currently manages two Segregated Funds as follows:

<b>Class of Fund</b>	<b>Description</b>	<b>Fund Size (₦' Bn)</b>
<i>Guaranty Trust Naira Investment Note</i>	<ul style="list-style-type: none"> <li>• Primarily invested across a wide spectrum of Naira-denominated securities.</li> </ul>	63.9
<i>Guaranty Trust Dollar Investment Note</i>	<ul style="list-style-type: none"> <li>• Primarily invested in dollar instruments, such as U.S. treasury bills and bonds, investment-grade rated Eurobonds and U.S. dollar fixed-term deposits.</li> </ul>	354.5

GTFM primarily distributes products to its institutional clients through its proprietary sales force with independent marketing and client service teams, and the respective relationship groups within GTBank Nigeria, which develop and manage relationships with institutional clients and can introduce the broad capabilities of GTFM.

GTFM utilises a digital-first, customer-centric retail strategy, which leverages the reach and customer base of the GTCOPLC Group's banking franchise to distribute its solutions to retail public. In addition, GTFM provides investment management services across a broad array of asset classes for its general account.

### *Financial Performance*

During the period of its operations, GTFM has demonstrated strength by growing its equity organically, from ₦419 million pre-acquisition to ₦2.6 billion as at the end of the year ended 31 December 2023.

As of, and for the year ended 31 December 2023, GTFM recorded growth across all key business lines. GTFM's AUM increased by 454 per cent. to ₦379.9 billion for the year ended 31 December 2023 from ₦68.6 billion for the year ended 31 December 2022. As of, and for the year ended 31 December 2023, GTFM had total assets of ₦330.5 billion representing a 380 per cent. growth as compared to its total assets of ₦68.9 billion as of, and for the year ended 31 December 2022.

For the year ended 31 December 2023, GTFM's achieved strong revenue growth as gross earnings, which comprises funded income and non-funded income increased by 409.0 per cent. to ₦15.1 billion in the year ended 31 December 2023 compared to ₦3.0 billion in the year ended 31 December 2022. GTFM's increase in gross earnings largely resulted from growth in net interest income stemming from growth in the Segregated Funds portfolio, which was deployed to different interest earning outlets. The 409 per cent. increase in GTFM's gross earnings was further supported by a 9.3 per cent. growth in the fee and commission income received as compared to the previous year.

### *Market Share and Competition*

The fund and asset management industry comprised of 107 operators as at 31 December 2022, managing all fund types, namely CIS, Segregated Funds and alternative assets.

The Nigerian fund/asset management industry remains highly concentrated, as more than 70 per cent. of the industry AUM under the control or management of three top players, who are closely affiliated with banks, while more than 90 per cent. of the market is controlled by the top-10 players.

As a relatively new entrant in the crowded field, GTFM must compete effectively over competitors in terms of capital resources, pricing, client base, service coverage and quality, talents, and brand recognition. Its competitors may have stronger capital resources, greater brand recognition in the market, more human resources, a wider range of services and longer operating histories than that of GTFM. Apart from the large asset managers and multinational financial institutions, GTFM also faces competition from other established domestic medium-sized financial services firms that offer similar services. GTFM believes that competition in this market is primarily based on quality and scope of services, market reputation, business network, pricing, and human and financial resources.

To this end, GTFM competes based on a number of factors, including investment performance, strategy and process, talent, organisational stability and client relationships. GTFM offers products across multiple asset classes, with specialised investment teams that employ approaches designed to add value in each product area or asset class. GTFM's growing institutional and retail businesses have helped attract and retain talent critical to delivering investment results for clients. GTFM's Mutual Funds and Segregated Funds businesses compete based on price, returns, terms, execution, and the strength of its relationship with the clients.

As at 31 March 2024, CIS had a total AUM of ₦2.75 trillion, a 23 per cent or ₦514.0 billion growth over the ₦2.24 trillion as at 31 December 2023 position. The growth in AUM was partly due to dollar funds which grew by 63 per cent. or ₦470.3 billion to ₦1.221 trillion as at 31 March 2024 from ₦750 billion as at 31 December 2023, due to the impact of the devaluation of the Naira, which weighed on the translation of the U.S. dollar holdings to Naira. Similarly, money market funds grew by 4 per cent. or ₦37.9 billion, to ₦919.5 billion between 31 March 2024 and 31 December 2023 due to improvement in yields within the money market space, which complemented the AUM growth. U.S. dollar funds, money market funds and fixed-income fund portfolios accounted for a combined 88 per cent. of the CIS as at 31 March 2024 compared to 86 per cent. as at 31 December 2023.



GTFM ranked sixth and accounted for 3.0 per cent., or ₦82.3 billion, of the industry's total CIS portfolio of ₦2.75 trillion as at 31 March 2024, up from 2.6 per cent., or ₦60.4 billion, of the industry's total CIS portfolio as at 31 December 2023. The growth in the mutual fund volumes was due to the improvement in yields, specifically money market and fixed-income securities.

### ***Pension Fund Administration Business***

GTPM offers a structured platform for dedicated superannuation plans aimed at addressing the retirement planning challenges faced by individuals and institutions, while also enhancing the opportunity for improved post-retirement quality of life for defined-contribution participants. GTPM offers retirement planning solutions and funds that are structured to maximise returns within the limits of acceptable risk defined by PENCOM. GTPM had 64 employees as at 31 December 2023 and is headquartered in Lagos, Nigeria, with five regional offices within Nigeria, namely Abuja, Port Harcourt, Kano, Kaduna and Akure.

### ***Product Offerings***

The full suite of retirement planning solutions and services available to new and existing contributors includes:

- ***Retirement Savings Account (RSA)***: an individualised investment account created for the purpose of receiving and monitoring clients' retirement contributions. Contributions received into RSAs are managed within one of the GTPM Funds operated by the GTPM based on guidelines and incorporate both statutory employee and employer contributions as a percentage of employee emoluments.
- ***Additional Voluntary Contribution***: These are voluntary contributions that can be made together with the mandatory contributions remitted by an employer at the instance of an employee to augment their RSA balance.
- ***Approved Existing Scheme (AES)***: These are benefit schemes for employees of private sector and self-funding public organisations, that had existing pension schemes prior to the commencement of the Defined Contributory Pension Scheme.
- ***Additional Exit Benefit Scheme***: This is an asset management service between an organisation and a licensed PFA to manage funds contributed by employees of that organisation towards their retirement.
- ***Micro-pensions***: Micro pensions are pension products targeted at self-employed individuals, as well as those in the informal sector who are not covered by private or government employers.

GTPM provides Retirement Savings Account (**RSA**) enrollees with funds that are curated to meet the investment objectives identified as acceptable for each class of investor profile (the **GTPM Funds**). The GTPM Funds are mandatory pension funds, whose main purpose is to provide the GTPM Funds' unit holders with a portfolio that can be withdrawn upon reaching the pension age, or earlier in the case of disability or loss of employment, to fund their lifestyle post-retirement or disability expenses. The investment objective of the GTPM Funds is to achieve the stable long-term growth of the value of the assets of the GTPM Funds through efficient investment decision making and the mitigation of investment risks. GTPM's RSA business develops and distributes individual variable and fixed annuity products in Nigeria to contributing public members with a focus on innovative product design and risk management strategies. GTPM also strives to leverage technology and implement medium and long-term financial methodologies.

The assets of the GTPM Funds are invested in accordance with the investment guidelines laid down by PENCOM from time to time, including securities (e.g., equities or other similar rights, bonds or other similar debt obligations and subscription rights and other rights which provide an entitlement to acquire the above securities, covered bonds, convertible securities), money market instruments, deposits at financial institutions, units or equities of other funds, commodities and related securities, whose underlying asset is a precious metal or raw material or whose price depends on a precious metal or raw material, immovables and other assets permitted by the PENCOM.

The features of the GTPM Funds are summarised below:

<b>Class of Fund</b>	<b>Features</b>	<b>Fund Size</b>
<i>Fund I</i>	<ul style="list-style-type: none"> <li>Available to contributors aged 49 years and below through a formal application.</li> <li>High-risk level and long-term investment horizon.</li> </ul>	0.3
<i>Fund II</i>	<ul style="list-style-type: none"> <li>Default for all active contributors that are 49 years and below.</li> <li>Offers a balanced approach to risk and returns and long-term investment horizon.</li> </ul>	41.1
<i>Fund III</i>	<ul style="list-style-type: none"> <li>Default fund for active contributors that are 50 years and above.</li> <li>Moderate level of risk with high asset allocation to fixed income securities.</li> </ul>	6.7
<i>Fund IV</i>	<ul style="list-style-type: none"> <li>Strictly for retirees (60 years and above).</li> <li>Funds are only invested in low-risk fixed income securities.</li> </ul>	1.7
<i>Fund V</i>	<ul style="list-style-type: none"> <li>Available to micro-pension contributors (minimum age of 18 years) who prioritise safety and liquidity.</li> <li>Funds are invested in low-risk money market instruments, which is the safest option for short term savings.</li> </ul>	5.8
<i>Fund VI</i>	<ul style="list-style-type: none"> <li>Non-interest funds (ethical funds) designed in line with Islamic law.</li> <li>Contributors accumulate their savings using non-interest money and capital market products.</li> </ul>	60.8
<i>AES</i>	<ul style="list-style-type: none"> <li>A special gratuity sinking fund set up by companies, as approved by PENCOM.</li> </ul>	34.8
<i>Transitional Contribution Fund</i>	<ul style="list-style-type: none"> <li>A nominal account for any employee that has failed to open an RSA within a period of six months of employment, to facilitate remittance of pension contributions by the employer.</li> </ul>	0.6

GTPM distributes its products through channels such as voluntary income products and other group annuities directly to plan sponsors.

As at 31 December 2023, GTPM had an AUM of ₦80.4 billion allocated across various investment funds based on regulatory guidelines and clients' risk appetite.

#### *Financial Performance*

As of, and for the year ended 31 December 2023, GTPM's total assets increased to ₦13.0 billion from ₦12.0 billion as of, and for the year ended 31 December 2022, which represented an increase of 8.6 per cent. GTPM also remained an adequately capitalised PFA with shareholder's funds of ₦12.6 billion well above the minimum capital requirement of ₦5.0 billion for a PFA.

For the year ended 31 December 2023, GTPM recorded growth across all its business lines. This growth included a 50 per cent. increase in management fees from ₦392.8 million in the year ended 31 December 2022 to ₦589.1 million in the year ended 31 December 2023, with the growth stemming from a 35 per cent. increase in AUM of ₦59.6 billion as at 31 December 2022 to ₦80.4 billion as at 31 December 2023.

GTPM grew its RSA customer base in 2023 and as a result, AUM grew from 51 per cent. in 31 December 2022 to 57 per cent. 31 December 2023. In addition, GTPM's investment income grew by 38 per cent. from ₦1.0 billion in the year ended 31 December 2022 to ₦1.4 billion in the year ended 31 December 2023, with such growth stemming from an improved funding base resulting from the additional capital injection of ₦10 billion in March 2022, complemented by the improvement in earning asset yields on the invested funds.

#### *Competition*

GTPM considers the 19 PFAs operating in Nigeria to be competitors to its pension business. The primary area of competition with the larger PFAs is in the acquisition of RSA holders and AES portfolios. GTPM also competes with other providers of retirement savings and accumulation products, including large, well-established insurance and financial services companies, and private equity firms.

The GTCOPLC Group believes that its commitment to customer service and innovative product and service offerings will allow GTPM to maintain and grow its RSA holders base. The GTCOPLC Group believes that GTPM's competitive advantage lies primarily in its product features and risk management strategies as well as brand recognition, financial strength, the breadth of the GTCOPLC Group's distribution platforms and customer service capabilities. GTPM periodically adjusts product offerings, prices and features based on the market and its strategy, with a goal of increasing customer and enterprise value.

GTPM first quarter 2024 AUM position of ₦85.3 billion accounts for 0.5 per cent of the pension fund administration industry's AUM of ₦18.36 trillion as at 31 December 2023, with a two-year target to account for 33.5 percent, or ₦ 8.04 trillion, of the industry's AUM by 2025, which is estimated to be in excess of ₦24.0 trillion at that point in time.

The number of RSAs in the industry stood at 10.19 million as at 31 December 2023 compared with 9.86 million as at 31 December 2022, representing a 3.3 per cent. growth rate or an increase of 329,800. GTPM's total RSA count as at 31 December 2023 was 95,539, representing a 0.9 per cent. market share and an increase of 8,283, or 9.5 per cent., as compared to 31 December 2022. When compared with the pre-acquisition position, the increase was 12,171, or 14.6 per cent., from 83,368 as at 31 December 2021 to 95,539 as at 31 December 2023. Although, GTPM currently ranks as number 17 in total RSAs in Nigeria, the GTCOPLC Group aspires for GTPM to reach the top 10 in the medium to long term.

### ***Payment Technology/Financial Transactions Processing Business***

HabariPay, the GTCOPLC Group's payments business, focuses on providing secure payment gateways and seeks to make financial services more accessible to people and businesses. HabariPay was established in August 2021 and received the final approval to commence operations from the CBN in 2022. Since HabariPay's establishment, the GTCOPLC Group has invested ₦3.1 billion into HabariPay.

As of the date of this Shelf Prospectus, HabariPay operates two business locations in Nigeria.

### ***Product and Service Offerings***

HabariPay has a strategic commitment to empower Africans to thrive in the digital era by facilitating financial transactions. HabariPay's flagship product, Squad POS, provides individuals, small businesses, and mid-sized companies with simple and efficient payment options and enables businesses to accept card payments from customers solely using their mobile phones.

HabariPay provides services across three primary business verticals:

- ***Merchant Acquiring:*** providing businesses with the necessary infrastructure to accept payments from credit or debit cards (local and international), bank transfers, unstructured supplementary service data (USSD) and virtual accounts.
  - ***Squad Payment Gateway:*** provides a web interface that enables merchants accept online payments via credit or debit cards, bank transfer and USSD.
  - ***SquadPOS:*** mobile application that enables merchants to accept MasterCard, Visa Card and Verve Card payments with NFC-enabled mobile devices.
  - ***Virtual Accounts:*** provides a dedicated virtual account number for fast and easy transfers. Virtual accounts are either static or dynamic generated accounts that allow merchants to receive payments from customers via bank transfer.
- ***Switching:*** this service facilitates interbank transfers from one financial institution to another and card switching for payment on point-of-sale terminals and via the internet. Target merchants for the switching service include deposit money banks, micro finance banks, payment terminal service providers, payment solutions service providers and other licensed institutions.
  - ***Account Transfers:*** Transfer of monies/funds from one financial institution to another via HabariPay Switch.

- *Direct Card Routing*: Processing of debit cards payment on hardware point of sale terminals and via the internet.
- *Value Added Services*: services include airtime and bulk short message service (SMS) services and are provided under the value-added service aggregator licence issued by the Nigeria Communication Commission.
  - *Airtime Vending*: direct and indirect sale of airtime via various channels including mobile app, online banking, USSD etc.
  - *Bulk SMS*: transactional and non-transactional SMS and one-time password messages.

HabariPay currently provides services to over eight hundred merchants across Nigeria, which are broken down into the following customer segments: large corporations, medium-sized enterprises, small businesses, micro-merchants, and technology stars.

### *Financial Performance*

As of, and for the year ended 31 December 2023, HabariPay had total assets of ₦6.7 billion and recorded profits before tax of ₦2.3 billion. As of, and for the year ended 31 December 2022, HabariPay had total assets of ₦4.1 billion and recorded a profit before tax of ₦0.9 billion.

As of, and for the year ended, 31 December 2023, HabariPay’s gross revenue increased by 218 per cent to ₦4.9 billion from ₦1.5 billion as of, and for the year ended, 31 December 2022 due to strong growth across all key income lines of business. In year ended 31 December 2023, HabariPay achieved ₦1.0 billion in revenue from local switching operations and international payments processing volumes, which represented a 5,969.7 per cent. increase from the year ended 31 December 2022.

As of, and for the year ended, 31 December 2023, HabariPay’s income from value added services increased by 149 per cent., with such increase mainly being driven by airtime vending revenue from direct integration with two major telecommunication companies as well as partnerships with value added service aggregators.

In 2023, HabariPay achieved ₦12.1 trillion and \$2.4 million in local switching operations and international payments processing volumes, respectively.

### *Competition*

The value chain in the Nigerian payment industry includes card and payment schemes, mobile money operators, switching and processing companies, payment solution service providers, payment terminal services providers, super-agent companies, e-payment service holding companies, payments terminal service aggregator companies and payment service banks.

Nigeria Inter-Bank Clearing and Settlement System (NIBSS) is the only clearing house in the Nigerian payment industry. HabariPay considers Paystack Payment Limited, Interswitch Limited, Hydrogen Payment Services Limited and NIBSS for switching vertical as its competitors. Some operators hold licences across multiple categories.

The number of operators per licence category is shown in the table below.

S/N	Licence Category	No. of Licensees
1	Card/Payment Schemes	8
2	Mobile Money Operator	17
3	Switching and Processing	18
4	Payment Solution Services Provider	89
5	Payment Terminal Services Provider	42
6	Super-Agent	52
7	Payments Service Holding	1
8	Payments Terminal Service Aggregator	2
9	Clearing House	1
10	Payment Service Banks	4

Despite being a new entrant in the payment industry, HabariPay has established itself as a promising player within the switching and processing sub-segment of the industry, with a total transaction payment value and count of ₦12.1trillion and 416 billion transactions representing a 0.002 per cent, and 3.76 per cent market share of the industry, respectively, as at 31 December 2023 compared to ₦139 billion and 1.4 billion as at 31 December 2022, respectively. Leveraging innovative payment solutions, user-friendly interfaces, and robust security measures, HabariPay aims to enhance the payment experience for both consumers and businesses. The GTCOPLC Group believes its strong focus on merchant satisfaction, along with strategic partnerships, has enabled it to gain a foothold in the market.

### **The GTCOPLC Group’s Risk Management**

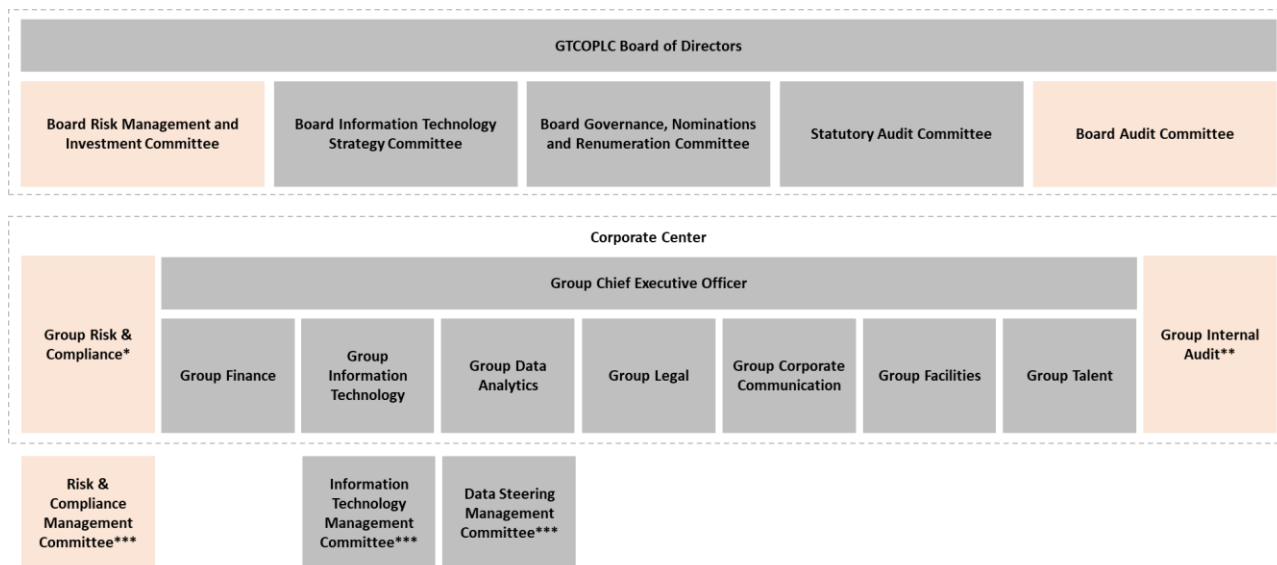
The GTCOPLC Group has a robust risk management framework that consists of policies, procedures and methodologies that are integrated under a risk governance structure and conform to global best practices and local regulations. The risk policies and methodologies adopted within the GTCOPLC Group strive to cover the material risk factors that may adversely impact its operations, financial conditions, strategies, reputation and investments. These risk factors can result in material losses or lead to a decline in the earnings of the GTCOPLC Group where the appropriate risk mitigants are not deployed. The risks are summarised as strategic risks, regulatory risks, which is due to the GTCOPLC Group’s operations in highly regulated and supervised industries, capital risks, which is the ability of the GTCOPLC Group to maintain the required level of capital to remain a going concern, and adverse conditions that may negatively impact its customers and heighten credit risks. Other major risks include the loss of principal or a reduction in expected returns on investments, the impact of market fluctuations on the GTCOPLC Group, the adequacy of liquidity resources to meet obligations, and potential threats to the GTCOPLC Group’s business, security and operations.

The GTCOPLC Group’s risk policies and framework seek to address all the risks inherent in its operations and are subject to its governance structure, which requires the oversight and approval of the Board via designated committees. To align with regulatory requirements, the GTCOPLC Group has also implemented a framework (the **AML/CFT/CPF Framework**) for Anti-Money Laundering (**AML**), Combating the Financing of Terrorism (**CFT**) and Countering Proliferation Financing of Weapons of Mass Destruction (**CPF**). This AML/CFT/CPF Framework assures adherence to local AML, CFT and CPT legislation and regulations and is in line with best practices including, but not limited to, the Financial Action Task Force 40 Recommendations. A compliance culture is also embedded group-wide and thus all members of staff understand that AML, CFT and CPT compliance is a group-wide responsibility.

The GTCOPLC Group has an internal audit group that undertakes both regular and ad-hoc reviews of risk management controls, AML and CFT functions and procedures in line with international standards, the results of which are reported to the Board. The Issuer also has devoted substantial resources to ensure the development, and reliability of its systems, and to support the set objectives of the business. Furthermore, the Issuer has information security solutions to aid the identification of information and cybersecurity-related risks, using ISO standards.

The Issuer maintains an effective risk governance structure, which is managed through the Board Risk Management and Investment Committee, the GTCOPLC Group’s corporate centres, the GTCOPLC Group’s risk and compliance function, the GTCOPLC Group’s internal audit function and the Group Risk and Compliance Management Committee.

The chart below illustrates the principal standing committees of the Board and key senior management-level committees in the GTCOPLC Group’s risk governance and oversight structure.



\* The Head, Group Risk & Compliance reports to the Board Risk Management and Investment Committee and administratively to the Group CEO.  
 \*\* The Head, Group Internal Audit reports to the Board Audit Committee and administratively to the Group CEO.  
 \*\*\*The Management Committees are set up to identify, analyze, synthesize and make recommendations on risks. They also ensure that risk limits as contained in the Board and Regulatory policies are complied with at all times. They provide inputs for the respective Board Committees and also ensure that recommendations of the Board Committees are effectively and efficiently implemented. They meet as frequently as necessary to immediately take action and decisions within the confines of their powers.

### ***Three Lines of Defence Model***

**First Line of Defence:** The GTCOPLC Group’s corporate centres are responsible for the identification of risks within their respective teams, and the design and execution of controls implemented to manage these risks. The corporate centres review and maintain these internal controls daily to address process inadequacies and mitigate the risks identified. This is carried out in line with the relevant laws and regulations applicable to their businesses and facilitates the achievement of set goals and objectives.

**Second Line of Defence:** This includes the risk and compliance function (and/or committee) of the GTCOPLC Group. The risk and compliance function (and/or committee) identifies and monitors the implementation of risk management practices and ensures that the organisation complies with applicable laws and regulations. Such function also reviews and challenges the processes for risk identification, assessment and risk mitigation (internal controls) in the corporate centres. Other responsibilities include identifying known and emerging issues, providing a risk management framework, assisting management in developing processes and controls to manage risks, ensuring the accuracy and completeness of reporting and timely remediation of control deficiencies identified. The risk and compliance function in the GTCOPLC Group is also responsible for monitoring and ensuring that set limits and regulations are adhered to by the Subsidiaries.

**Third Line of Defence:** Internal audit is an independent function that provides assurance on the effectiveness of governance, risk management, and internal controls in the GTCOPLC Group. The scope of the assurance, which is reported to senior management and the Board covers a broad range of objectives, including the efficiency and effectiveness of operations, the reliability and integrity of the GTCOPLC Group’s reporting processes and compliance with laws, regulations, policies, procedures and contracts. Such assurance also includes all the elements of the risk management compliance and the internal control framework.

### ***The Board’s Risk Management and Investment Committee (the Risk Management and Investment Committee)***

The Risk Management and Investment Committee is responsible for several critical functions. These include reviewing and recommending the GTCOPLC Group’s risk management policies, risk profile and limits for Board approval. The Risk Management and Investment Committee determines the adequacy and effectiveness of risk detection and measurement systems and controls and oversees the management of the GTCOPLC Group’s process for identifying significant risks, along with the adequacy of mitigation, prevention, detection and reporting mechanisms. Such committee also reviews and recommends contingency plans for specific risks to the Board, ensuring compliance with applicable laws and regulatory requirements that may impact GTCOPLC Group’s risk profile.

The Risk Management and Investment Committee conducts periodic reviews of changes in the economic and business environment, including emerging trends relevant to the GTCOPLC Group's risk profile. Additionally, it has oversight functions over GTCOPLC Group's investment strategies, recommending these strategies to the Board in line with investment regulations issued by the CBN, and monitoring their implementation. The Risk Management and Investment Committee establishes the GTCOPLC Group's investment objectives and policies, determines an optimal investment mix consistent with the approved risk profile and ensures due diligence in the selection and approval of investments. It also reviews GTCOPLC Group's investment policies and procedures periodically and handles any other issues referred to it by the Board.

### ***Group Corporate Centres***

The GTCOPLC Group maintains nine corporate centre functions, namely, risk and compliance, finance, information technology, data analytics, legal, corporate communication, facilities, talent and internal audit. The corporate centre functions set the direction of group-wide policies and procedures in line with relevant regulations and internal guidelines. Such functions are also responsible for the identification of risks within the respective functions, the design and implementation of controls to manage these risks and the ongoing daily monitoring of internal controls to address process inadequacies and mitigate risks.

### ***Group Risk and Compliance Function***

The GTCOPLC Group's risk and compliance function identifies and monitors the implementation of risk management practices and ensures that the GTCOPLC Group complies with the applicable laws and regulations. Such function also reviews and challenges the processes for risk identification, assessment and risk mitigation (internal controls) within the corporate centres. Other responsibilities include identifying known and emerging issues, providing a risk management framework, assisting management in developing processes and controls to manage risks, ensuring the accuracy and completeness of reporting and the timely remediation of identified control deficiencies. The head of GTCOPLC Group's risk and compliance function reports to the Risk Management and Investment Committee, and administratively to the GTCOPLC Group's chief executive officer.

### ***The GTCOPLC Group's Internal Audit Function***

The GTCOPLC Group's independent audit function acts independently to provide assurance on the effectiveness of governance, risk management and internal controls within the GTCOPLC Group. The scope of the assurance, which is reported to senior management and the Board, covers a broad range of objectives, including the efficiency and effectiveness of operations, the reliability and integrity of the GTCOPLC Group's reporting processes and compliance with laws, regulations, policies, procedures and contracts. It also includes all elements of the risk management compliance and internal control framework. The head of the GTCOPLC Group's internal audit function reports to the Audit Committee, and administratively to the to the GTCOPLC Group's chief executive officer.

### ***The GTCOPLC Group's Risk and Compliance Management Committees***

The GTCOPLC Group's management committees are responsible for identifying, analysing, synthesising and making recommendations on risks. Such committees also ensure that risk limits set forth by the Board and that there is compliance with the relevant regulatory policies. The GTCOPLC Group's Risk and Compliance Management Committee is responsible for safeguarding the GTCOPLC Group against internal and external material surprises. It oversees risk, information security and compliance with regulatory requirements of the Group's activities. Each Subsidiary has a head of risk and a head of compliance who is responsible for the day-to-day management of risk and compliance. The GTCOPLC Group's Risk and Compliance Management Committee provides inputs for the Board's risk management and audit committees and ensures that the decisions and policies emanating from such committees' meetings are implemented.

### **Insurance**

The GTCOPLC Group has in place self-insurance arrangements for its vehicles and cash as well as fidelity guaranty insurance policies (insurance that protects against fraudulent acts or omissions caused by the GTCOPLC Group's employees). In addition, the GTCOPLC Group maintains insurance policies through third-party brokers, with insurance companies, for cash and comprehensive motor vehicles insurance,

third-party motor vehicle, fidelity guaranty and computer electronics insurance, fire, collective householders, burglary and plant all risk insurance (insurance on machinery and equipment).

## **Employees**

At 31 December 2023, the GTCOPLC Group had approximately 5,487 employees, of which 51 per cent. were male and 49 per cent. were female. For the year ended 31 December 2023, the GTCOPLC Group paid ₦48.54 billion in wages to its employees, with total expenses in respect of personnel amounting to ₦45.10 billion.

The GTCOPLC Group values its employees and workplace culture and believes both are important to its success. To further this objective, the GTCOPLC Group invests in its personnel and has implemented a number of training and skills development programmes and, in the year ended 31 December 2023, 98 per cent. of the GTCOPLC Group's employees participated in one or more trainings.

## **Property**

As of 31 December 2023, the total net book value of the GTCOPLC Group's property and equipment was ₦[224.30] billion (U.S.\$247.27 million). The GTCOPLC Group leases approximately 35 per cent. of its branches from third parties pursuant to long-term renewable leases and owns the remaining branches. In the year ended 31 December 2023, the GTCOPLC Group paid a total amount of approximately ₦446 million (U.S.\$492 thousand) under its leases.

## **Legal Proceedings**

From time to time and in the ordinary course of business, the GTCOPLC Group is subject to legal actions and complaints. As of 31 December 2023, the Issuer was not directly involved in any legal proceedings, however, the GTCOPLC Group was involved in 1,060 cases as a defendant in which claimants claimed a total of ₦599.2 billion in Naira denominated claims and U.S.\$92.07 million in U.S. dollar-denominated claims. However, the GTCOPLC Group believes the probable liability arising from the cases pending against the GTCOPLC Group is not likely to exceed ₦9,330 million. These existing legal actions and complaints are not considered to be material to the GTCOPLC Group.

The GTCOPLC Group had recorded provisions in respect of legal proceedings of ₦9.1 billion as of 31 December 2023. The GTCOPLC Group believes that the ultimate liability, if any, arising from such actions or complaints will not have a material adverse effect on the financial condition and the results of future operations of the GTCOPLC Group. In addition, insofar as is known to the Issuer, there are no, nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months preceding the date of this Shelf Prospectus, which may have, or have had in the recent past, significant effects on the GTCOPLC Group's financial position or profitability.

## **Related Party Transactions**

From time to time, the GTCOPLC Group grants various credit facilities to related parties at rates and terms comparable to other facilities in the GTCOPLC Group's portfolio. As at 31 December 2023, an aggregate of ₦253.4 million (U.S.\$279,321.14) was outstanding under such facilities and ₦76.5 million (U.S.\$165,869.99) as of 31 December 2022. Further details of transactions with related parties are set out in Note 45 of the 2023 Financial Statements, 2022 Financial Statements and 2021 Financial Statements.

There are no other outstanding loans or guarantees granted by the GTCOPLC Group to any member of the Board or of the senior management team or to any parties related to them. All loans to members of the Board and the senior management team set out above have been approved by the Board as related party transactions and bear interest at prevailing market rates.

As of 31 December 2023, the GTCOPLC Group had deposits from related parties of ₦1.95 billion, as compared with ₦798.8 million as of 31 December 2022.

The related party transactions accounted for 0.01 per cent. of the GTCOPLC Group's profit before income tax for the year ended 31 December 2023 and represented 0.003 per cent. of the GTCOPLC Group's profit before income tax for the year ended 31 December 2022 and compared to 0.1 per cent. for the year ended 31 December 2021.



## **Sustainability**

For detailed information on the Group’s sustainability activities, see the 2023 Annual Sustainability Report, incorporated into this Shelf Prospectus by reference as set forth in Part III “*Documents Incorporated by Reference*”.

## PART XI: RISK FACTORS

*Any investment in the Securities is subject to a number of risks and uncertainties. The following is not an exhaustive list or explanation of all risks that prospective investors may face when making an investment in the Securities and should be used as guidance only. The risks presented at the front of each section are the risks the GTCOPLC Group considers to be the more material; however, the order in which risks are presented is not necessarily an indication of the likelihood of the risks actually materialising, of the potential significance of the risks or of the scope of any potential harm to the GTCOPLC Group's business, prospects, results of operation and financial position. Additional risks and uncertainties relating to the GTCOPLC Group that are not currently known to the GTCOPLC Group, or that it currently deems immaterial, may individually or cumulatively also have a material adverse effect on the GTCOPLC Group's business, prospects, results of operations and financial condition and, if any such risk should occur, the price of the Securities may decline, and investors could lose all or part of their investment.*

*Prospective investors should also read the detailed information set out elsewhere in this Shelf Prospectus (including the documents incorporated by reference) as well as all risk factors set forth in any Applicable Supplementary Prospectus and reach their own views prior to making any investment decision relating to the Securities.*

### **Risks related to the Issuer**

***The Issuer is a non-operating FHC and, as such, its principal source of income is from the Operating Entities, which hold the principal assets of the GTCOPLC Group***

As a separate legal entity, the Issuer relies on, among other things, remittance of dividends from the Operating Entities in order to be able to meet the Issuer's obligations as they fall due. The ability of the Issuer's subsidiaries and affiliates to pay dividends and (in certain circumstances) interest payments could be restricted by changes in regulation, contractual restrictions, exchange controls, tax laws and/or other requirements.

In addition, as a holder of ordinary shares in its Operating Entities, the Issuer's right to participate in the assets of any Subsidiary if such Subsidiary is liquidated will be subject to the prior claims of such Operating Entity's creditors and preference shareholders and other mandatorily statutorily preferred claims, except where the Issuer is a creditor with claims that are recognised to be ranked ahead of or *pari passu* with such claims of the Operating Entity's creditors and/or preference shareholders against such Subsidiary.

The Issuer has discretion as to how it makes its investments in or advances funds to its Operating Entities, including, but not limited to, from the proceeds of issuances of securities, and as to how it may restructure existing investments and funding in the future. The purposes of such investments and funding by the Issuer, and any such restructuring, may include, among other things, the provision of different amounts or types of capital or funding to particular Operating Entities, including to meet regulatory capital requirements. The ranking of the Issuer's claims in respect of such investments and funding in the event of the liquidation of a subsidiary, and their treatment in resolution, will depend in part on their form and structure and the types of claims to which they give rise.

In addition, the terms of some loans or investments made by the Issuer in capital instruments or relevant internal liabilities issued by the Operating Entities may contain contractual mechanisms that, upon the occurrence of a trigger related to the prudential or financial condition or viability of such subsidiary and/or other entities in the GTCOPLC Group or the taking of certain actions under the relevant statutory or regulatory powers, including the write-down or conversion of own funds instruments or relevant internal liabilities, or certain entities being the subject of resolution proceedings, would, subject to certain conditions, result in a write-down of the claim or a change in the ranking and type of claim that the Issuer has against such Subsidiary.

Such loans to and investments in the Operating Entities may also be subject to the exercise of the statutory write-down and conversion of capital instruments and liabilities power or the bail-in power or any similar statutory or regulatory power that may be applicable to the relevant subsidiary. Any changes in the legal or regulatory form and/or ranking of a loan or investment could also affect its treatment in resolution.

For the aforementioned reasons, if any Operating Entity were to be wound up, liquidated or dissolved (i) the holders of the Securities would have no right to proceed against the assets of such Operating Entity and (ii) the liquidator of such Operating Entity would first apply the assets of such Operating Entity to settle the claims of such Operating Entity's creditors and/or preference shareholders (including holders of such Operating Entity's senior or subordinated debt, including eligible liabilities, tier 2 and additional tier 1 capital instruments, all of which may include the Issuer) before the Issuer would be entitled to receive.

***The Issuer is a non-operating FHC, which is required to have a minimum paid up capital that shall exceed the sum of the minimum paid up capital of all its subsidiaries, as may be prescribed from time to time by the sector regulators and any changes to the shareholding requirement of a subsidiary by a regulator of its subsidiaries may have a material adverse effect on the GTCOPLC Group***

Pursuant to the FHC Guidelines, the Issuer is required to have a minimum paid up capital which shall exceed the sum of the minimum paid up capital of all its subsidiaries, as may be prescribed from time to time by the sector regulators (where the FHC owns 100 per cent of the subsidiaries). Where the FHC owns less than 100 per cent of the subsidiaries, its minimum paid up capital shall exceed the summation of its proportionate holding in the subsidiaries. An FHC is required to ensure that its subsidiaries comply with the CAR prescribed by their respective sector regulators.

Recently, the CBN through a circular dated 28 March 2024 (the **Circular**) announced an upward review of the minimum capital requirements for commercial, merchant, and non-interest banks in Nigeria. Pursuant to the Circular, the required minimum capital shall consist solely of paid-in share capital (i.e., paid-up capital and share premium) and that such other components of bank capital as (i) retained profits (ii) other reserves and (iii) Additional Tier 1 (**AT1**) capital shall be disregarded for the purpose of meeting the new minimum capital requirements. Banks have a timeline of 24 months from 1 of April 2024 and ending on 31 March 2026 to ensure compliance.

Any failure by the GTCOPLC Group to ensure GTBank Nigeria meets the minimum capital requirements ahead of the deadline for implementation could have a material impact on the GTCOPLC Group's business and operations. In addition, the fact that all banks and bank holding companies in Nigeria are required to increase capital or take other measures to meet these new requirements by the end of March 2026 could create competition among such entities to secure capital injections from finite sources in Nigeria or internationally at a time when investing in countries, such as Nigeria, in the current economic environment may not be an attractive investment. While the GTCOPLC Group is confident that it will be able to meet the new capital requirements in time, no assurance can be given that it will be able to do so successfully within the stipulated time. In addition, any further increase in share capital requirement by the regulators of the Issuer or its Subsidiaries may make it difficult to satisfy following the currently required increases, and a failure to meet any such targets would have a negative impact on the GTCOPLC Group's business.

#### **Risks related to the GTCOPLC Group<sup>1</sup>**

##### ***The GTCOPLC Group may be unable to successfully implement the Strategic Plan***

The GTCOPLC Group's ability to achieve the results and to pursue future plans and objectives set out in the Strategic Plan, which includes the Subsidiaries each targeting a distinct subset of customers/products and attaining a sustainable level of profitability, depends on its ability to implement successfully its commercial and financial strategies. Although the GTCOPLC Group has already made progress in achieving certain of the strategic targets set forth in the Strategic Plan, there can be no assurances that it will be able to successfully achieve all of the initiatives envisaged therein or within the expected timeframes. Should the GTCOPLC Group fail to successfully and fully implement such strategic initiatives in a manner and/or within the time frames expected or if the new business initiatives and strategies fail to generate the revenues forecasted or achieve the intended results, the GTCOPLC Group's businesses and growth prospects would be negatively affected, which could have a negative impact on its cashflow, results of operations and financial condition.

The GTCOPLC Group's ability to successfully grow its businesses prudently in alignment with the Strategic Plan may involve changes to its operations, technologies and personnel, depends, this depends on its administrative, financial and operational controls and the GTCOPLC Group's ability to create the infrastructure necessary to fulfil its planned strategy and financial capabilities. There are numerous risks

and uncertainties associated with the GTCOPLC Group seeking to grow its business, including potential business, economic and competitive challenges beyond its control. The failure or delay of the GTCOPLC Group's management in responding to these challenges as they arise could adversely affect its ability to achieve its strategic targets. Furthermore, the Strategic Plan's targets are based on certain general and hypothetical assumptions of a discretionary nature related to the effects of specific operational and organisational actions that the GTCOPLC Group intends to undertake over the duration of the Strategic Plan. The GTCOPLC Group's ability to perform these actions and to meet the objectives of the Strategic Plan therefore depends on a combination of hypotheses, estimates and forecasts based on the realisation of future external events and actions to be undertaken by management and by the Board in the future. These include, among others, hypothetical assumptions of various nature relating to future events that are subject to risks and uncertainties of the prevailing macroeconomic and regulatory landscape, actions of the Directors and management that may not necessarily occur, other future events which the Directors and management cannot, or can only partially, influence. In particular, the assumptions underlying the Strategic Plan may be inaccurate or incorrect, may not occur or may occur only in part or in a different manner and/or may moreover change over the duration of the Strategic Plan and, accordingly, the impact of such strategy could fall short of what the GTCOPLC Group anticipates.

Similarly, in recent years, the GTCOPLC Group has expanded its activities to diversify its revenue base with the creation of new income lines beyond banking businesses. Accordingly, one of the GTCOPLC Group's key strategic targets is to continue to grow the non-banking businesses, including HabariPay, GTFM and GTPM. However, there can be no assurances that the GTCOPLC Group will be able to expand the business of such non-banking segments in the manner anticipated or at all. Furthermore, in alignment with Phase 2 of the Strategic Plan, the GTCOPLC Group may seek to make future acquisitions to grow the business of its non-banking segments utilising the funds generated from offerings pursuant to the Programme. The success of integrating any future acquisitions that are made in connection with striving to achieve the GTCOPLC Group's strategic targets, will depend in part on the GTCOPLC Group continuing to adequately address any technical, regulatory, environmental, labour, litigation and legal challenges or other issues that may arise in connection with such acquisitions. If the GTCOPLC Group fails to maintain effective internal controls as these non-banking segments grow, this could result in a loss of investor confidence in the GTCOPLC Group. Therefore, any failure to successfully grow the GTCOPLC Group's non-banking segment, integrate future acquisitions or to manage such growth successfully could have an adverse effect on the GTCOPLC Group's business, results of operations, financial condition and prospects.

To the extent that capital adequacy requirements will inhibit the GTCOPLC Group's ability to meet the strategic initiatives set forth within the Strategic Plan, the GTCOPLC Group will take all necessary measures to manage capital efficiently. Such measures may include raising additional capital, subject to market conditions and opportunities, capital management and conservation by managing the consumption of capital more aggressively. There can be no assurances that the GTCOPLC Group will be able to raise additional capital on favourable terms or at all or manage its consumption of capital effectively and failure to do so may result in a material adverse impact its business, results of operations and financial condition.

A core part of the GTCOPLC Group's customer experience strategy is strengthening its digital platform to support the delivery of a consistent and seamless banking experience for customers, creating new digital propositions to support new customer acquisition and customer retention, and simplifying its operating platform to improve customer experience and increase efficiency. For example, the GTCOPLC Group launched a redesigned and upgraded GTWorld in 2023. To continue strengthening its digital platform, the GTCOPLC Group may be required to undertake a number of investments that may be needed to maintain its competitive position in an increasingly competitive digital banking environment in Nigeria and elsewhere where the GTCOPLC Group operates. The IT environment is complex, ever changing and organisations are becoming increasingly dependent on it and the GTCOPLC Group attributes great significance to having a stable, durable and robust technology infrastructure. As a result, the GTCOPLC Group invests resources for reducing the number of failures and minimising the potential damage to the businesses of the Operating Entities. If the GTCOPLC Group fails to successfully execute its digital strategy, fails to invest sufficiently, fails to invest to the same extent as its competitors or fails to invest in the right technologies, the GTCOPLC Group's business, results of operations, financial condition and prospects could be adversely affected. The GTCOPLC Group may also be required to make further expenditure or investments (such as marketing, customer incentives or pricing changes) in order to achieve the GTCOPLC Group's strategic targets. The GTCOPLC Group's willingness and ability to pursue such

investments that are presently envisaged may be limited by a range of factors, including its capacity to make any required investments and its evolving assessment as to the attractiveness of pursuing any given initiative. There can be no assurances that the costs of such additional investments would be completed at the anticipated costs or, once completed, provide the expected benefits that the GTCOPLC Group anticipates. Such situations may require the GTCOPLC Group to adapt its plans and/or revise its strategy, causing delays in its implementation or resulting in additional costs. For example, the GTCOPLC Group might not be able to realise the full benefits of its digitalisation initiatives, which could result in less than expected customer satisfaction improvements and/or a hike in costs thus negatively impacting revenues and operating results, respectively.

### **Risks related to the Operating Entities**

#### ***Certain aspects of the Operating Entities, specifically the Principal Subsidiary are highly concentrated and could affect the GTCOPLC Group's consolidated financial condition***

The GTCOPLC Group is exposed to risks related to geographic, customer, credit and sectoral concentration, which makes the GTCOPLC Group more susceptible to worldwide credit market downturns and economic slowdowns. If there were negative economic conditions in the geographic areas in which the GTCOPLC Group operates, these conditions could heighten concerns about the ability of customers of the GTCOPLC Group's consumer businesses who live in those areas or work in those affected industries or related or dependent industries to meet their obligations to the GTCOPLC Group. In particular, the GTCOPLC Group is exposed to risks related to geographic concentration as a significant majority of its operations, including with respect to the banking and non-banking verticals, are primarily located in Nigeria. The current challenging macro-economic environment in Nigeria, which has been further exacerbated by geopolitical conflicts and the global economy, may have an adverse effect on the GTCOPLC Group's business. See "*—The GTCOPLC Group's business is highly dependent on the health of the economies in which it operates*" below. The GTCOPLC Group is exposed to geographical concentration risk with respect to certain of GTBank Nigeria's operations, and in particular, with respect to GTBank Nigeria's loan portfolio, which is geographically concentrated in Lagos State in Nigeria, which has the highest concentration of banking activities in Nigeria. As of 31 December 2023, 78.7 per cent. of the GTCOPLC Group's loans and advances to customers were to borrowers in Lagos State compared to 74.7 per cent. in 2022. As of the date of this Shelf Prospectus, 89 of GTBank Nigeria's 239 branches were located in Lagos State. There is a risk that the banking market in Lagos State is or will become saturated, or that increased competition in Lagos State will have a material adverse effect on GTBank Nigeria's and impact the GTCOPLC Group's financial condition due to its status as the Principal Subsidiary.

Additionally, the GTCOPLC Group is subject to sector concentration risk due to its credit exposure to customers in specific sectors. For example, this credit exposure to the GTCOPLC Group's customers are concentrated in the oil and gas and manufacturing sectors. If there were challenging economic conditions that affect these industries, it could result in concerns about the credit quality of these counterparties of the GTCOPLC Group, borrowers or other obligors not only in that particular industry but in related or dependent industries. In particular GTBank Nigeria's total loans and resulting interest income are concentrated in relatively small number of industry sectors as a substantial portion of GTBank Nigeria's total loans and advances to customers are concentrated in the oil and gas sector (42.1 per cent. as of 31 December 2023) and manufacturing sectors (12.5 per cent. as of 31 December 2023) of the Nigerian economy. CBN regulations, as well as certain of the GTCOPLC Group's policies, are designed to limit GTBank Nigeria's exposure to a single borrower, group or sector, but there is no guarantee that such controls or precautions will be effective in all circumstances and therefore the GTCOPLC Group could be exposed to more credit risk than it finds acceptable. Furthermore, this credit risk is also reflected with respect to the GTCOPLC Group's investment portfolio. In particular, the GTCOPLC Group's investment portfolio of debt securities is highly concentrated in Nigerian government bonds As of 31 December 2023, ₦1,180.4 billion, or 97.3 per cent. of the GTCOPLC Group's investment portfolio of debt securities consisted of investments in Government bonds, compared with ₦994.3 billion, or 99.4 per cent. as of 31 December 2022. In the event that the Nigerian government defaults on its obligations or suffers a ratings downgrade or the yields on such securities decline, or if there is some other interruption in the market, the GTCOPLC Group could be exposed to significant credit risk related to such concentrations. Moreover, any deterioration in the creditworthiness of Nigeria would exert downward pressure on GTCOPLC Group's ratings, in view of GTBank Nigeria's large holdings of sovereign debt securities. See "*GTCOPLC Group's credit rating is closely linked to the performance of the Nigerian economy and could*

*be subject to further downgrade*". In the event these conditions persist, the GTCOPLC Group's business, financial condition, results of operations, liquidity and prospects are likely to be negatively affected.

The GTCOPLC Group is also subject to customer concentration risk as a result of its reliance on a relatively small number of institutions for a material portion of its business. If the GTCOPLC Group were to lose or experience a decrease in the amount of its business relationships with its largest customers, whether as a result of market conditions, competition or otherwise, or if there were any deterioration in the financial condition of one or more of its largest customers, this could increase the GTCOPLC Group's credit risk and lead to increased delinquencies, default rates and loan charge-offs in those segments, any or all of which may negatively impact the GTCOPLC Group's financial condition and/or results of operations. In particular, GTBank Nigeria is also subject to customer concentration risk with respect to its total loans and resulting interest income. This risk stems from its reliance on a relatively small number of institutions for a large portion of its total loans and resulting interest income. As at 31 December 2023, GTBank Nigeria's top 20 borrowers, which are all institutional customers, comprised 66.2 per cent. of its total loans and advances to customers compared to 63.5 per cent. as of 31 December 2022. As at 31 December 2023, 55.7 per cent. of GTBank Nigeria's total loans and advances to customers were denominated in foreign currencies (primarily U.S. dollars), of which its 20 largest borrowers accounted for 64.2 per cent, giving rise to risks relating to currency fluctuations. See "*—The GTCOPLC Group is subject to foreign exchange risk*" below.

As a result of the aforementioned concentration, any failure by the GTCOPLC Group to effectively manage its geographic, sectoral and client risk concentrations, could have a material adverse effect on the GTCOPLC Group's business, results of operations and financial condition.

***The GTCOPLC Group is exposed to liquidity risk and its ability to operate its businesses could be impaired if liquidity is constrained***

The GTCOPLC Group is exposed to liquidity risk and if its liquidity is constrained, it could lead to the impairment of the GTCOPLC Group's business, including with respect to its banking and non-banking verticals. Liquidity risk is the risk that the GTCOPLC Group, though having a solvent balance sheet, might not be able to generate sufficient cash resources to meet its obligations as they fall due, or is only able to do so at an excessive cost. The risk typically arises from mismatches in the timing of cash inflows and cash outflows. The GTCOPLC Group's liquidity can be impacted at any given time as a result of factors, including but not limited to:

- market-wide illiquidity or disruption;
- changes in liquidity or capital requirements resulting from changes in laws, rules and regulations, including those in response to economic effects of systemic events;
- actions taken by the governments and/or central banks in the jurisdictions in which the GTCOPLC Group;
- inability to sell assets, or to sell assets at favourable times or prices;
- default by significant market participants;
- unanticipated outflows of cash or collateral;
- unexpected loss of deposits or higher than anticipated draws on lending-related commitments, or
- lack of market or customer confidence in the GTCOPLC Group or financial institutions in general.

A reduction in the GTCOPLC Group's liquidity may be caused by events over which it has little or no control. For example, periods of market stress, low investor confidence and significant market illiquidity could result in higher funding costs for the GTCOPLC Group and could limit its access to some of its traditional sources of liquidity. In particular, the GTCOPLC Group's liquidity risk can be exacerbated due to rising inflationary pressures. For example, the GTCOPLC Group's cost of funds increased from 0.99 per cent. in the first half of 2022 to 1.43 per cent. in the first half of 2023. Even considering the increase in cost of funds, the GTCOPLC Group's cost of funds has been relatively low, but if a such cost of funds were to increase significantly, for example, due to a substantial portion of GTBank Nigeria's depositors withdrawing their demand deposits or not rolling over their time deposits upon maturity, the GTCOPLC

Group may need to seek other more expensive sources of funding to meet its funding requirements. If access to capital markets or any alternative funding is constrained for a prolonged period of time, the GTCOPLC Group's cost of funding could increase, and it may be required to obtain funding on terms that are less attractive. Furthermore, a large proportion of the GTCOPLC Group's operations are in so-called developing markets, which may be susceptible to investors seeking to remove their exposure to risk (*i.e.*, so called "risk-off" behaviour) when, during periods of economic uncertainty, investors are unwilling to invest at all or only willing to invest on terms uneconomical to businesses operating in developing markets. This inability to obtain funding on attractive terms, or at all, could have a negative impact on the GTCOPLC Group's ability to grow its margins and profit. If there were to be a period of reduced foreign investment, this may negatively affect the liquidity and access to foreign currency available in such markets. In addition, due to generally low levels of liquidity in the Nigerian market, there are limited opportunities for banks to sell or factor assets other than those that are highly liquid, such as government securities. As such, there can be no assurances that the GTCOPLC Group will be able to obtain additional funding on commercially reasonable terms as and when required or at all. Any inability on the part of the GTCOPLC Group to anticipate and provide for unforeseen decreases or changes in funding sources could have adverse consequences on the GTCOPLC Group's ability to meet its obligations when they fall due.

Moreover, liquidity risk is inherent in banking operations. For example, such liquidity risk could arise out of mismatches between the maturities of a bank's assets and liabilities which, together with increased market volatility and changes in general economic conditions, may contribute to such bank not being able to meet its net funding requirements at a reasonable cost, or at all. Accordingly, such risk can be heightened by a number of enterprise-specific factors, including over-reliance upon a particular source of funding. As is common with other banks operating in the countries across Africa in which the GTCOPLC Group operates its banking business, GTBank Nigeria and its subsidiaries have historically relied heavily on depositors (*i.e.*, corporate and retail depositors) to meet their funding needs, which is particularly the case in Nigeria. As at 31 December 2023 and 31 December 2022, the GTCOPLC Group's deposits from banks and customers accounted for 77.9 per cent. and 71.5 per cent. of total funding (which is defined as deposits from banks, deposits from customers, borrowings, other liabilities and shareholders' funds), respectively. In particular, Nigerian companies usually withdraw their deposits on a frequent basis and are not typically in a position to place significant funds within the banking sector on a long-term basis. No assurance can be given that the GTCOPLC Group will be able to maintain its existing level of deposits without increasing its cost of funding, particularly as the Nigerian banking sector becomes more competitive and other players, such as pension funds, oil traders, microfinance banks, micro-lenders and telecommunications companies begin to offer payment and mobile money services as CBN licencing regulations become more permissive. See "*—The GTCOPLC Group faces significant and increasing competition in the rapidly evolving financial services, payments and payment technology industries.*" The same may also be true in other markets in which the GTCOPLC Group provides banking services, albeit currently to a lesser extent given current geographic concentrations. Also, future regulation in the countries in which the GTCOPLC Group operates could increase the cost of deposits, such as any minimum rates payable on deposits.

Accordingly, there can be no assurance that decreases in corporate deposits and/or unexpected withdrawals of retail deposits will not result in liquidity gaps that the GTCOPLC Group may not be able to cover. As of 31 December 2023, 93.6 per cent. of the GTCOPLC Group's interest-bearing liabilities (comprising deposits from banks and customers, derivative financial liabilities held for trading, derivative financial liabilities, debt securities and other borrowings) were due within three months and 41.3 per cent. of the GTCOPLC Group's interest-earning assets (comprising cash and cash equivalents, trading securities, pledged assets, loans and advances to customers and banks, derivative financial assets and investment securities) had maturities in excess of three months. Although most contractual maturities are rolled over and demand deposits have remained largely stable, the GTCOPLC Group could face difficulties meeting its liabilities as they fall due if it fails to attract further medium- to long-term financing or if GTBank Nigeria or its banking subsidiaries were to experience a sudden increase in withdrawals of deposits, which (in GTBank Nigeria's case) currently form a significant portion of the GTCOPLC Group's funding. The GTCOPLC Group continues to try to diversify its funding sources by entering into syndicated facilities and by issuing capital market instruments such as bonds and global depositary receipts, although the ability of the GTCOPLC Group to attract such funds could be affected by a number of factors, including Nigerian economic and political conditions, the state of the Nigerian capital markets and general international economic conditions. Failure to diversify its funding sources could expose the GTCOPLC Group to increased liquidity risk and could have a material adverse effect on the GTCOPLC Group's business, results of operations, financial condition and/or prospects.

***The GTCOPLC Group faces significant and increasing competition in the rapidly evolving financial services, payments and payment technology industries***

The GTCOPLC Group operates in a highly competitive environment in which it must compete against all forms of financial services and payment systems, including cash and checks and electronic, mobile, ecommerce and integrated payment platforms. In order to successfully compete, the GTCOPLC Group must evolve and adapt to changes in financial regulation, technological advances, increased public scrutiny and changes in economic conditions. The GTCOPLC Group expects that competition in the financial services industry will continue to be intense as its competitors include other banks and financial institutions, trading, advisory and investment management firms, pension fund management companies, finance companies, financial technology companies and other non-bank firms that are engaged in providing similar as well as new products and services. In addition, new competitors in the financial services industry continue to emerge. For example, technological advances and the growth of e-commerce have made it possible for non-depository institutions to offer products and services that traditionally were banking products. These advances have also allowed financial institutions and other companies to provide electronic and internet-based financial solutions, including electronic securities and cryptocurrency trading, lending and other extensions of credit to consumers, payments processing and online automated algorithmic based investment advice. Furthermore, both financial institutions and their non-banking competitors face the risk that payments processing and other products and services, including deposits and other traditional banking products, could be significantly disrupted by the use of new technologies, such as cryptocurrencies and other applications using secure distributed ledgers, that may not require intermediation. Accordingly, there can be no assurances that such significant competition in the financial services industry will not materially and adversely affect the GTCOPLC Group's future results of operations.

In particular, the Nigerian market for banking and financial services is highly competitive and the GTCOPLC Group faces competition from different banks in each of the segments and regions in which it operates. For example, aggressive or less disciplined lending practices by non-bank competitors could lead to a loss of market share for traditional financial service industry companies, and an economic downturn could result in instability in the financial services industry and adversely impact other market participants, including the GTCOPLC Group. As a result, the GTCOPLC Group seeks to maintain customer loyalty, but customer retention can be influenced by a number of factors, including service levels, the prices and attributes of products and services, financial strength and actions taken by competitors. If the GTCOPLC Group is unable to offer products and services that are both attractive and profitable, it may lose market share and potentially incur losses on some or all of its activities. Also, such increased competition may affect the implementation of the GTCOPLC Group's strategies and their anticipated outcomes or require an adjustment of the GTCOPLC Group's current strategies or business model in order to react to prevailing market conditions and the competitive landscape in Nigeria's banking industry.

Against this background, the GTCOPLC Group's growth depends on its ability to gain market share, extend its distribution network, manage its cost base, access low-cost deposits and grow quality risk assets, in order to maintain strong levels of profitability and returns despite being required to hold higher levels of capital in Nigeria by the CBN, which could be replicated in other markets in which the GTCOPLC Group operates. If the GTCOPLC Group is not able to generate the profitability, economies of scale and financial capacity to enable it to continue to compete with its financial services industry competitors, the GTCOPLC Group's business, results of operations, financial condition, cash flows, liquidity and/or prospects may be materially adversely affected. For instance, to the extent that the GTCOPLC Group does not successfully compete in terms of the maintenance of its existing client base, development of additional clients, sophistication of product offering, pricing, performance or customer service, its results of operations could be adversely affected as a result. Competition might lead to pressure on margins or, if the GTCOPLC Group fails to educate its clients about the advantages of its product offerings, could lead to pressure on its income generation. Further, increasing competition may lead to a decrease in fees and interest income across the industry for certain or all segments of the GTCOPLC Group's products. The occurrence of any of these developments could have a material adverse effect on the GTCOPLC Group's financial condition and results of operations.



*Volatility in interest rates and credit spreads can adversely affect the GTCOPLC Group's earnings, its liquidity or its capital levels*

One of the most significant factors affecting the GTCOPLC Group's profitability is the level of, and fluctuations in, interest rates in the countries in which the GTCOPLC Group has operations. Fluctuations in interest rates could adversely affect the GTCOPLC Group's net interest income and liquidity in a number of different ways. When interest rates are high or increasing, the GTCOPLC Group can generally be expected to earn higher net interest income but higher interest rates can also lead to: (i) fewer originations of loans, (ii) losses on exposures or incremental clients, specific downgrades, or increases in the allowance for credit losses and net charge-offs due to higher financing costs for clients, (iii) the loss of deposits, particularly if customers withdraw deposits because they believe that interest rates offered by the GTCOPLC Group are lower than those of competitors or if it makes incorrect assumptions about depositor behaviour, (iv) lower net interest income if central banks introduce interest rate increases more quickly than anticipated and this results in a misalignment in the pricing of short-term and long-term borrowings, (v) less liquidity in the financial markets and/or (vi) higher funding costs. When interest rates are low or decreasing or there is a negative interest rate environment, it results in (i) net interest margins being compressed, which could reduce the amounts that the GTCOPLC Group earns on its investment securities portfolio to the extent that it is unable to reinvest contemporaneously in higher-yielding instruments and/or unanticipated or adverse changes in depositor behaviour, which could negatively affect the GTCOPLC Group's broader asset and liability management strategy.

Interest rates are highly sensitive to many factors beyond the GTCOPLC Group's control, including the policies of central banks, domestic and international economic conditions and political factors. For example, in response to increased levels of inflation in major economies around the world, central banks, such as the European Central Bank, the U.S. Federal Reserve and the Bank of England have all raised interest rates and the U.S. Federal Reserve raised its benchmark rate 11 times throughout 2022 and 2023 to the current 5.25 per cent. to 5.50 per cent. rate.

In addition, in a bid to address the levels of inflation in Nigeria, the CBN raised interest rates by 200 basis points to 24.75 per cent. from 22.75 per cent at its second Monetary Policy Committee meeting (MPC) meeting in March 2024, and further to 26.75 per cent at its third MPC meeting of 2024, held in May 2024. Such recent rise in interest rates as well as prolonged volatility in the global operating environment has affected the results of operations of pension managers, including GTPM. For example, the increase in interest rates inadvertently reduced the AUM of pension managers and volatility in global economic environments result in a decline of global pension assets 15.4 per cent. to U.S.\$47.9 trillion in 2022. Moreover, interest rate fluctuations may result from various interest rate benchmarks being the subject of recent national and international regulatory guidance and proposals for reform. For example, immediately after 30 June 2023, publication of the overnight and 12-month LIBOR for U.S. dollars and the one-month, three-month and six-month LIBOR for U.S. dollars were discontinued, except, in the case of one-month, three-month and six-month LIBOR for U.S. dollars, on a synthetic basis through September 2024. The GTCOPLC Group endeavours to achieve interest rate margin stability and lower interest rate risk by using hedging instruments as a means to minimise material exposures but there are currently no laws in Nigeria governing the contractual process comprising early termination, valuation and determination of a net balance. The principles governing derivatives as hedging instruments have not been tested in the Nigerian courts. For this and other reasons, there can be no assurance that the GTCOPLC Group will be able to protect itself from the adverse effects of future interest rate fluctuations.

Furthermore, the increasing competition in financial services industry, especially with respect to Nigeria, and the inflationary factors in the jurisdictions in which the GTCOPLC Group operates, has the potential to result in changes to interest rates as well. For example, such factors have resulted in increasing pressure on the loan rates chargeable by GTBank Nigeria, particularly in the corporate segment, as well as interest rates paid on deposits from customers, as GTBank Nigeria competes for business. In addition, GTBank Nigeria has also recently increased interest rates as a result of the upward trajectory in headline inflation since December 2022.

For example, in March 2024, the headline inflation rate in Nigeria increased to 33.69 per cent. relative to the March 2024 headline inflation rate, which was 33.20 per cent, indicating an increase of 0.49 per cent in comparison to the March 2024 headline inflation rate. Furthermore, the CBN's Guide to Charges by Banks and other Financial Institutions in Nigeria (the **Revised Guide to Bank Charges**), which took effect on 1 January 2020, provides a standard for the application of charges in the banking industry. The Revised

Guide to Bank Charges provides that Nigerian savings accounts must earn interest at a minimum rate of 30 per cent. of the monetary policy rate (**MPR**) per annum. As of May 2024, the MPR of 26.25 per cent., translates to a minimum of 7.875 per cent. per annum.<sup>2</sup> Any increase in the rates the GTCOPLC Group pays on relatively low-cost funds in the form of retail and institutional deposits could negatively affect the GTCOPLC Group's net interest margin. See "*—The GTCOPLC Group operates in an uncertain regulatory environment and changes to the regulatory environment may have a material adverse effect on the GTCOPLC Group*". The GTCOPLC Group's net interest margin (defined as net interest income divided by average interest earning assets of the GTCOPLC Group) amounted to 7.88 per cent for 2023, a decrease of 1.2 per cent. as compared to 6.68 per cent. for 2022.

In recent years, the Nigerian government has put in place several policies that have caused a decrease in the interest income of Nigerian banks. The CBN's MPR serves as an anchor rate for transactions in the inter-bank money market as well as other market rates. Increase in the MPR causes increase in the cost of borrowing and therefore may have a negative impact on the net interest rate margin. In February 2024, the MPR was increased by 400 basis points to 22.75 per cent., then to 24.75 per cent at the CBN's second MPC meeting of 2024, held in March 2024, and further to 26.25 per cent. at the CBN's third MPC meeting of 2024, held in May 2024, which is higher than historic levels, and this has resulted in increasing pressure on the GTCOPLC Group's net interest margins. The CBN has in the past, and may in the future, increase the MPR, which would in turn increase the cost of borrowing and put pressure on the Nigerian banks' net interest margins. As a result, future movements or changes in the MPR may adversely impact the GTCOPLC Group's net interest margins and borrowing costs if the GTCOPLC Group is unable to adjust or pass these costs on to its customers. A further regulatory change contributing to the pressure on net interest margin is the retention of the CBN's cash reserve requirement (**CRR**) at 45 per cent. in March 2024. The retention of the CRR and the corresponding debits by the CBN have adversely affected the number of deposits generated by GTBank Nigeria, which in turn would have an impact on GTBank Nigeria's liquidity and lending capacity. See "*—GTBank Nigeria may not be able to sustain the current level of growth in its loan portfolio, and may have difficulty in maintaining the credit quality thereof, which could impact its profitability*".

The GTCOPLC Group's operations also remain subject to the risk of interest rate fluctuations to the extent that interest-earning assets and interest-bearing liabilities mature or reprice at different times or in differing amounts. These risks impact both the earnings and the economic value of the GTCOPLC Group which, if material, could have a material adverse effect on the GTCOPLC Group's business, results of operations, financial condition and/or prospects. Consequently, any fluctuations in market interest rates, and any inability on the GTCOPLC Group's part to monitor such fluctuations so as to respond in a timely and cost effective manner, could reduce the profitability of GTBank Nigeria's loan portfolio and affect the interest rates earned on interest earning assets differently, leading to a reduction in the GTCOPLC Group's net interest income and having a material adverse effect on the GTCOPLC Group's results of operations, financial condition and/or prospect.

Any of the above factors could have a material adverse effect on the GTCOPLC Group's business, results of operations, financial condition and/or prospects.

***The GTCOPLC Group operates in an uncertain regulatory environment and changes to the regulatory environment may have a material adverse effect on the GTCOPLC Group***

The GTCOPLC Group has operations across 10 countries and some of these countries have developing regulatory regimes. The uncertainty of such regulatory environments could potentially adversely affect the GTCOPLC Group's business, in particular in Nigeria, where the GTCOPLC Group is headquartered. Given the recent economic slow-down, the regulatory environment in Nigeria may remain uncertain, which could adversely impact the GTCOPLC Group's business, results of operations, financial condition, cash flows, liquidity and/or prospects. Particularly, since the changes in regulations may be extensive and may change either gradually or rapidly, at times unexpectedly and with only a very short period of notice and consultation, all of which are unpredictable and beyond the control of the GTCOPLC Group.

In addition, the GTCOPLC Group's business is subject to ongoing regulation and associated regulatory risks, including the effects of changes in the laws, regulations, policies and interpretations in Nigeria and each of the other countries in which the GTCOPLC Group operates. The GTCOPLC Group is unable to

predict what regulatory changes may be imposed in the future as a result of regulatory initiatives in Nigeria or any other jurisdiction where the GTCOPLC Group operates. Although the GTCOPLC Group continually monitors the situation, future changes in regulation, fiscal or other policies could adversely affect the results of operations of the GTCOPLC Group.

***The GTCOPLC Group’s risk management and internal control policies and procedures may leave it exposed to unidentified or unanticipated risks***

The GTCOPLC Group has devoted resources for developing its risk management policies and procedures, particularly in connection with credit, market, liquidity, interest rate and operational risks, and expects to continue to do so in the future in accordance with its Enterprise Risk Management Framework (**ERM Framework**). Nonetheless, its risk management techniques and internal control policies and procedures may not be fully effective in mitigating its risk exposure in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some of the GTCOPLC Group’s methods of managing risk are based upon its use of observed historical market behaviour. As a result, these methods may not predict future risk exposures, which could be significantly greater than historical measures indicate. Other risk management methods depend upon evaluation of information regarding the markets which the GTCOPLC Group operates in, its clients or other matters that are publicly available or otherwise accessible by the GTCOPLC Group. This information may not be accurate, complete, up-to-date or properly evaluated in all instances. In addition, the GTCOPLC Group is subject to political, economic and other risks associated with Nigeria and the other countries in which it operates, which cannot effectively be managed.

The GTCOPLC Group is vulnerable to various kind of fraud risks (both internal staff fraud and external fraud) inherent to the financial services industry, which range from, but are not limited to, money transfers fraud, electronic fraud, identity theft, internet and telephone fraud. As these threats evolve and become more complicated with time, the approach and techniques used to manage these risks must adapt and thus the GTCOPLC Group is required to engage in constant monitoring and risk assessment. In the past, risk management frameworks have focused on credit management, operational risk management and market risk, but emerging trends in the means of fraud indicate that failures in management of information assets often precedes instances of fraud, an observation that has given rise to greater emphasis on information security risk management. The magnitude of the potential impact of the foregoing risks may be compounded as the GTCOPLC Group grows its business in the future. See “—*The GTCOPLC Group’s strategic targets may not continue to be successful*”. Any failure in the GTCOPLC Group’s risk management techniques may have a material adverse effect on its business, results of operations, financial condition and/or prospects.

In the past, the GTCOPLC Group has noted cases of delinquent credits, which were downgraded due to identified operational issues. There can be no assurance that the GTCOPLC Group’s risk management and internal control policies and procedures will adequately control, or protect the GTCOPLC Group against, all credit and other risks to which it is subject. Certain risks are unidentified or unforeseeable and could be greater than the GTCOPLC Group’s empirical data would otherwise indicate. In addition, the GTCOPLC Group cannot guarantee that all of its staff will adhere to its risk management and policies and procedures. The GTCOPLC Group’s growth and expansion may affect its ability to implement and maintain stringent internal controls. The GTCOPLC Group’s risk management and internal control capabilities are also limited by the information, tools and technologies available to the GTCOPLC Group. Although the GTCOPLC Group believes that its financial systems are sufficient to ensure compliance with the requirements of applicable laws, any material deficiency in the GTCOPLC Group’s risk management or other internal control policies or procedures may expose the GTCOPLC Group to significant credit, liquidity, market or operational risks than its finds acceptable, which may in turn have a material adverse effect on the GTCOPLC Group’s business, results of operations and financial condition.

***The GTCOPLC Group may make acquisitions, which may not provide the anticipated benefits***

The GTCOPLC Group has stated its intention to expand the GTCOPLC Group’s existing businesses, with respect to its banking and non-banking segments and into new jurisdictions. As the GTCOPLC Group intends to further expand its banking operations in other high-impact economies in Africa, the GTCOPLC Group may make acquisitions with respect to its banking operations by expanding its branch network by opening new domestic branches and foreign branches and by establishing foreign subsidiaries in the future.

The significance of any acquisition or the degree of expansion of the GTCOPLC Group's businesses, whether for its banking operations or its non-banking businesses may put new demands and pressures on its management and systems. For instance, such acquisitions and expansion in the past have required, and any future acquisitions and expansion will likely require, a significant allocation of capital and management resources, further development of the GTCOPLC Group's financial, internal controls and information technology systems, continued upgrading and streamlining of its risk management systems and additional training and recruitment of management and other key personnel. In addition, expansion into unfamiliar markets could expose the GTCOPLC Group to further regulatory and/or marketing risks. Acquisitions face risks associated with integration of acquired entities, businesses, personnel, operations, technologies and products, and whether the GTCOPLC Group realises the anticipated benefits from acquisitions and related activities will depend on multiple factors. At the same time, the GTCOPLC Group is expected to maintain a consistent level of client services and current operations to avoid loss of business or damage to its reputation. If the GTCOPLC Group fails to manage its growth properly, or if anticipated benefits of acquisitions are not achieved or are significantly delayed, the GTCOPLC Group's business, financial condition, results of operations and prospects may be materially adversely affected.

***The GTCOPLC Group may be subject to operational risks***

The business of the GTCOPLC Group inherently generates operational risks, such as the risks related to the GTCOPLC Group's employees as well as risks inherently related to operating in the financial services industry. With respect to risks related to its employees, each day, the GTCOPLC Group's employees interact with clients, customers, counterparties and other market and industry participants, and with other employees. The GTCOPLC Group expects that its employees demonstrate values and exhibit the behaviours that are consistent with the GTCOPLC's values and Code of Conduct. Notwithstanding these expectations, policies and practices, certain employees have engaged in improper or illegal conduct in the past. There can be no assurances that further inappropriate or unlawful actions by employees have not occurred or will not occur, or that any such actions will always be detected, deterred or prevented. If such inappropriate or unlawful actions were to occur, it could result in the following:

- financial losses;
- increased operational and compliance costs;
- greater scrutiny by regulators and other parties;
- regulatory actions that require the GTCOPLC Group to restructure, curtail or cease certain of its activities;
- the need for significant oversight by the GTCOPLC Group's management;
- loss of clients or customers, and/or
- harm to the GTCOPLC Group's reputation.

The GTCOPLC Group's is exposed to operational risks inherent with its operations in the financial services industry. For example, the GTCOPLC Group's business activities require accurate recording and processing of a very large number of transactions on a daily basis. The GTCOPLC Group maintains a system of controls designed to keep operational risk at appropriate levels and where potential issues have been identified in relation to the GTCOPLC Group's controls, steps have been taken to mitigate such risks. However, the GTCOPLC Group's recording and processing of transactions are potentially subject to human and technological error or a breakdown in the GTCOPLC Group's internal processes or controls relating to the authorisation of transactions, either centrally or within its branch network. There is a risk that the GTCOPLC Group will not be able to ensure that its internal control policies and procedures will protect it from fraud or misconduct by employees, which could include binding the GTCOPLC Group to transactions that exceed authorised limits or present unacceptable risks, or concealing unauthorised or unsuccessful activities, which in either case may result in unknown and unmanaged risks or losses. Given the high volume of transactions, errors may be repeated or compounded before they are discovered and rectified and there can be no assurance that risk assessments made in advance will adequately estimate the costs of these errors. Any failure or delay in recording or processing of transactions, or other material breakdown in internal controls, could subject the GTCOPLC Group to claims for losses and regulatory fines and penalties.

Accordingly, there can be no assurance that the GTCOPLC Group will not suffer losses from any failure of these controls to detect or contain operational risk in the future. By way of example, for the year ended 31 December 2023, GTBank Nigeria experienced fraud and forgeries involving ₦2.8 million. While the GTCOPLC Group has insurance coverage comparable to that of other financial services groups that operate in the markets the GTCOPLC Group is active in, there can be no assurance that the insurance will be sufficient to cover the GTCOPLC Group's losses from all such transactions or errors. Consequently, a failure of the GTCOPLC Group's internal processes or systems may result in unauthorised transactions and errors, which may not be detected, and the GTCOPLC Group's insurance may not cover the GTCOPLC Group's losses from such transactions or errors, which, in turn, may have a material adverse effect on the GTCOPLC Group's business, results of operations, financial condition and/or prospects. Although the GTCOPLC Group has implemented risk controls and loss mitigation actions, and substantial resources are devoted to developing efficient procedures, it is not possible to ensure that these will be fully effective in controlling each of the operational risks. Accordingly, any actual or perceived inadequacies, weaknesses or failures in the GTCOPLC Group's systems or processes could have a material adverse effect on the GTCOPLC Group's business, financial condition, results of operations and prospects.

***The GTCOPLC Group is subject to risks related to reputational harm***

Maintaining trust in the GTCOPLC Group is critical to its ability to attract and retain clients, customers, investors and employees. This trust in the GTCOPLC Group may be diminished as a result of damage to its reputation, which could stem from the following:

- employee misconduct, including discriminatory behaviour or harassment with respect to clients, customers or employees, or actions that are contrary to the GTCOPLC Group's goal of fostering a diverse and inclusive workplace;
- security breaches, including as a result of cyber-attacks;
- failure to safeguard client, customer or employee information;
- failure to manage risks associated with its client relationships, or with transactions or business activities in which the GTCOPLC Group or its clients engage, including transactions or activities that may be unpopular among one or more constituencies;
- non-compliance or perceived non-compliance with laws, rules, and regulations by the GTCOPLC Group or its clients, customers, counterparties or other parties, including newly acquired businesses, companies in which the GTCOPLC Group may make principal investments, parties to joint ventures with the GTCOPLC Group and vendors with which the GTCOPLC Group does business;
- operational failures;
- litigation or regulatory fines, penalties or other sanctions;
- actions taken in executing regulatory and governmental requirements during a global or regional health emergency, spread of infectious disease, epidemic or pandemic; and/or
- regulatory investigations or enforcement actions, or resolutions of these matters.

In addition, the GTCOPLC Group could suffer reputational damage stemming from adverse publicity or negative information regarding the GTCOPLC Group, whether or not true, that may be published or broadcast by the media or posted on social media, non-mainstream news services or other parts of the internet, or that may be disseminated through disinformation campaigns targeted at the GTCOPLC Group. This latter risk can be magnified by the speed and pervasiveness with which information is disseminated through those channels. The GTCOPLC Group's reputation could also be harmed by greater scrutiny from governmental or regulatory bodies, criticism from politicians and other members of the public, certain clients and customers ceasing doing business with the GTCOPLC Group and encouraging others to do so or certain investors opting to divest from investments in securities of the GTCOPLC Group.

If trust in the GTCOPLC Group were to be diminished or if it were to suffer reputational harm, it could have a material adverse effect on the GTCOPLC Group's business, financial condition, results of operations and prospects.

***The GTCOPLC Group is subject to cybersecurity risks and a cyber incident could occur and result in information theft, data corruption, operational disruption and/or financial loss***

The financial services industry has become increasingly dependent on digital technologies to conduct certain processing activities. For example, HabariPay, which operates in the Fintech Industry, utilises digital technologies in its offering of its secure payment gateway platform exposes it to cybersecurity risks. Globally, payment fraud in the Fintech Industry grew 121 per cent. between 2020 and 2021, which made it the sector most targeted by payment fraud according to a first quarter 2022 report by Sift. Moreover, between 2019 to 2020, recorded overall fraud attempts in Nigeria increased by 187 per cent., according to the Nigerian Interbank Settlement System Plc. In addition, the number of cyber incidents in general have increased. The GTCOPLC Group's technologies, systems and networks, and those of its customers or business partners, may become the target of cyberattacks or information security breaches, such as cyber-fraud, viruses, malware infections, or social engineering activities like phishing and employee impersonation, all of which could result in the unauthorised release, gathering, monitoring, misuse, loss or destruction of proprietary and other information, or other disruption of business operations. In addition, many countries, including Nigeria, lack strong security and consumer protection measures, which could leave local people vulnerable to such cyberattacks. In recent years, cyberattacks have become more prevalent and much harder to detect and defend against. These threats may arise from a variety of sources, all ranging in sophistication from an individual hacker to alleged state-sponsored attacks. A cyberattack may be generic, or it may be custom crafted to target the specific information technology (IT) used by the GTCOPLC Group. If, as a result of such cyberattack, the GTCOPLC Group's IT systems were to fail and it were unable to recover in a timely way, it may be unable to fulfil critical business functions, which could damage the GTCOPLC Group's reputation and have a material adverse effect on its reputation, business, financial condition, and results of operations.

In addition, certain cyber incidents, such as surveillance, may remain undetected for an extended period. The GTCOPLC Group's systems for protecting against cybersecurity risks may not be sufficient. As cyber incidents continue to evolve, the GTCOPLC Group will likely be required to expend additional resources to continue to modify or enhance its protective measures or to investigate and remediate any vulnerability to cyber incidents. If the GTCOPLC Group fails to sufficiently develop and maintain its IT systems to prevent a cyber incident and a cyber incident occurs, such cyber incident could result in potential liability for its business, losses of confidential information, reputational consequences, financial damages, higher insurance premiums, operational downtime or delays and revenue losses, which may adversely impact its prospects, results of operations and financial condition. The significance of any such event is difficult to quantify but may in certain circumstances be material to the GTCOPLC Group and could have adverse effects on its business, financial condition and results of operations.

***Failure to comply with regulations including, anti-money laundering, economic and trade sanctions regulations, and similar laws could subject the GTCOPLC Group to penalties and other adverse consequences.***

As the GTCOPLC Group operates in the financial services industry, it is subject to stringent anti-money laundering and counter terrorist financing laws and proceeds of crime in the jurisdictions in which it operates. Such laws apply to movements of currency and payments through electronic transactions and to dealings with persons specified in lists maintained by the country equivalents to OFAC lists in several other countries and require specific data retention obligations to be observed by intermediaries in the payment process. Accordingly, the GTCOPLC Group's businesses in those jurisdictions are subject to those data retention obligations.

Failure to comply with any of these laws and regulations or changes in this regulatory environment, including changing interpretations and the implementation of new or varying regulatory requirements by the government, may result in significant financial penalties, reputational harm or change the manner in which the GTCOPLC Group currently conducts some aspects of its business, which could adversely affect the GTCOPLC Group's business, financial condition or results of operations.

***Failure to comply with applicable laws and regulations related to data protection and privacy could lead to liabilities, administrative penalties or other regulatory actions, which could harm the GTCOPLC Group's business***

The GTCOPLC Group's processing of personal data is subject to numerous laws, regulations and standards across the world related to the protection of personal data and privacy, including, among others, the Nigerian Data Protection Act (the **NDPA**), the Nigerian Data Protection Regulations 2019 (**NDPR**) and the NDPR Implementation Framework 2019, the UK General Data Protection Regulation (the **UKGDPR**), which generally mirrors the EU General Data Protection Regulation, that came into effect on 31 January 2020, as a direct consequence of the United Kingdom leaving the European Union, and it is supplemented under U.K. law by the Data Protection Act 2018 (**UKDPA**), which replaced the former UK Data Protection Act 1998.

The NDPA sets forth requirements for the lawful basis for data processing, including consent, contract performance, legal compliance, protection of vital interests, public interest and, notably, legitimate interest which is a newly introduced legal basis for processing data. Additionally, the NDPA mandates data controllers of major importance who are domiciled, resident, or operating in Nigeria to appoint a Data Protection Officer (**DPO**) who has expert knowledge of data protection law and practices. The DPO will be responsible for providing expert opinion and guidance to the organisation on data protection matters and shall act as a contact point with the regulators.

The UKGDPR and UKDPA also set out onerous and stringent requirements for controllers and processors in connection with their processing of personal data, including obligations in respect of data subjects' expanded rights under the UKGDPR (including the right of access, erasure and rectification of personal data, among others), breach notification obligations and expanded disclosure requirements. For example, when collecting personal data, certain information must be provided to the individual whose data is being collected. This information includes the identity of the data controller, the purpose for which the personal data is being collected and other relevant information relating to the processing. A legal basis for processing personal data must be established by a data controller prior to the commencement of processing, including that, in some cases, the consent of the relevant data subject is required to lawfully process the personal data for the purposes notified to them. Personal data may only be used for the purposes notified to individuals.

Under the NDPA, the GTCOPLC Group may breach, or be adjudged to have breached, any data protection or privacy laws and other information security requirements. Such breaches could result in the unauthorised dissemination of information about its customers, including their names, addresses, home phone numbers, and general financial information. The breach of the GTCOPLC Group's security databases and illegal transfer of its customers' personal information could adversely impact its reputation and potentially (a) lead to lawsuits against it by individual and corporate customers, (b) result in a loss of existing customers and (c) hinder its ability to attract new customers. Such breach could also lead to the imposition of adverse regulatory sanctions by the Nigerian Data Protection Commission on the GTCOPLC Group. Such potential sanctions include criminal liability, in addition to (i) fines up to the standard maximum amount of ₦2 million or two per cent. of the GTCOPLC Group's annual gross revenue, whichever is greater, or (ii) fines up to the higher maximum amount of ₦10 million or two per cent. of the GTCOPLC Group's annual gross revenue, whichever is greater. These factors, individually or in the aggregate, could have a material adverse effect on GTCOPLC Group's business, financial condition, operations and prospects.

With respect to non-compliance with the UKGDPR, regulators have the ability to impose fines for non-compliance of up to the greater of £17.5 million or up to four per cent. of the total worldwide annual turnover of the preceding financial year. In addition to fines, regulators also have the ability to impose other sanctions such as injunctions and other prohibitive orders that may result in the delayed or halted processing of personal data that the GTCOPLC Group needs to undertake to carry on its business. The UKGDPR also provides data subjects with a right to seek compensation for damages suffered as a result of non-compliance by a controller or processor of their personal data. Compliance with evolving data protection, privacy and information security laws, requirements and regulations may result in cost increases due to necessary systems changes, new limitations or constraints on the GTCOPLC Group's business models and the development of new administrative processes. Although the GTCOPLC Group monitors the changes in law in this regard closely and take appropriate steps to ensure compliance, as data protection and privacy laws increase in number and complexity across the world, there can be no assurance

that the GTCOPLC Group will be in compliance at all times with such applicable laws, and this could lead to governmental enforcement actions, litigation, orders to pay compensation, fines and penalties or adverse publicity, which could have an adverse effect on the GTCOPLC Group's reputation and business.

***If the GTCOPLC Group fails to receive or maintain licences required to conduct its operations, or if any existing licences are revoked, its operations may be adversely affected***

Banking and other operations by banks and financial services groups such as dealer and depository activities are licensed and regulated activities. In Nigeria, the GTCOPLC Group's banking operations, in addition to GTFM and GTPM, require licences from the CBN. The GTCOPLC Group has obtained licences in connection with its banking operations, including banking operations involving foreign currencies and its operations as an authorised dealer and primary dealer in federal government instruments. However, there is no assurance that members of the GTCOPLC Group will be able to obtain required licences or maintain existing licences in the future. In the event that the GTCOPLC Group loses a CBN or other regulatory licence of any other jurisdiction where the GTCOPLC Group operates or is required to apply for a new licence, the process could be burdensome and time-consuming.

The GTCOPLC Group currently holds an international commercial banking licence in Nigeria. The CBN may, at its discretion, impose additional requirements on holders of an international commercial banking licence or deny any request by the GTCOPLC Group for further licences. In particular, the loss of its commercial banking licence, a breach of the terms of its banking licence or a failure to obtain such a licence in the future could result in the GTCOPLC Group being unable to continue some or all of its banking activities, being unable to expand its business internationally and being subject to penalties and fines by the CBN. Any such failure could, in turn, have a material adverse effect on the GTCOPLC Group's results of operations and financial condition.

***The GTCOPLC Group has significant off-balance sheet credit-related commitments***

As part of its business, the GTCOPLC Group conducts business involving contingent liabilities and commitments, including acceptances, endorsements, guarantees and letters of credit. The majority of these facilities are offset by corresponding obligations of third parties. All such credit-related commitments are classified as off-balance sheet items in the GTCOPLC Group's consolidated financial statements. As of 31 December 2023, the GTCOPLC Group had contingent liabilities relating to off-balance sheet commitments amounting to ₦660.3 billion (U.S.\$727.9 million), compared to ₦394.6 billion as of 31 December 2022 and ₦432.8 billion as of 31 December 2021.

Although the GTCOPLC Group monitors its off-balance sheet contingent liabilities and commitments as it does for its on-balance sheet credits, there can be no assurance that such monitoring will be sufficient to protect the GTCOPLC Group from the actual losses that the GTCOPLC Group may potentially incur on its credit-related commitments. In line with IFRS 9, the GTCOPLC Group assesses its off-balance sheet assets and liabilities for impairment. It does this using the credit conversion factor, which is a modelled parameter that converts an off-balance sheet exposure to its credit exposure equivalent before applying the expected credit loss impairment model to determine the forward-looking impairment. As of 31 December 2023, the GTCOPLC Group had recognised a sum of ₦66.02 billion as impairment charge on off-balance sheet contingent liabilities compared with the ₦3.04 billion recognised as of 31 December 2022. Any significant deterioration in the GTCOPLC Group's off-balance sheet contingent liabilities and credit-related commitments may have a material adverse effect on the GTCOPLC Group's business, financial condition, results of operations or prospects.

***Adverse economic conditions can have a negative impact on the GTCOPLC Group's consumer and wholesale businesses***

The GTCOPLC Group's consumer and wholesale businesses may be particularly affected by adverse economic conditions in the jurisdictions in which it operates. With respect to the GTCOPLC Group's consumer businesses, adverse economic conditions such as heightened levels of unemployment or underemployment, which result in reduced personal and household income could negatively affect consumer credit performance to the extent that consumers are less able to service their debts. In addition, sustained low growth, low or negative interest rates, changes in foreign exchange rates, inflationary pressures or recessionary conditions could diminish customer demand for the products and services offered by the GTCOPLC Group's consumer businesses. Such adverse economic conditions could also lead to an increase in delinquencies, additions to the allowance for credit losses and higher net charge-offs, which



can reduce the GTCOPLC Group's earnings. These consequences could be significantly worse in certain geographies with higher levels of unemployment, or where high levels of consumer debt, could impair the ability of customers to pay their other consumer loan obligations.

With respect to the GTCOPLC Group's wholesale businesses, adverse economic and market conditions can reduce the volume of transactions that the GTCOPLC Group executes for its clients or for which it advises clients, and, therefore, the revenue that it receives from those transactions. Such economic and market conditions can also reduce the fees that the GTCOPLC Group earns from managing client assets or holding assets under custody for clients as the value those assets could be diminished, which, in turn, could affect the Group's revenue from fees that are based on the amount of assets under management or custody.

***The ongoing military actions between Russia and Ukraine and between Israel and Hamas could adversely affect the GTCOPLC Group's business, financial condition and results of operations***

On 24 February 2022, Russian military forces launched a military action against Ukraine, which has resulted in sustained conflict and disruption in the region. The GTCOPLC Group does not have operations in Belarus, Russia or Ukraine and currently, it has not experienced any material disruption to its operations from the ongoing military action between Russia and Ukraine. However, the length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable. This conflict could lead to significant market and other disruptions, including significant volatility in oil and other commodity prices, which could negatively affect the Nigerian economy. See "*—The GTCOPLC Group's business is highly dependent on the health of the economies in which it operates*". It could also lead to significant disruptions to financial markets and the supply chain and changes in consumer or purchaser preferences, as well as increases in cyberattacks and espionage.

As a result of the conflict in Ukraine, the United States, the European Union, the United Kingdom and other countries or jurisdictions have implemented, and may in the future implement, additional sanctions, export controls or other measures against Russia or other countries, regions, officials, individuals or industries in the respective territories. Such sanctions and other measures, as well as any potential responses from Russia or other countries to such sanctions, tensions and military actions could adversely affect the countries in which the GTCOPLC Group operates. For example, the impact of the Russia-Ukraine conflict is more pronounced in Africa where Russian origin imports accounted for five per cent. of gasoline, 24 per cent. of distillates and 95 per cent. of fuel oil and there is a continuing risk of increases costs for the delivery of refined products and the potential for shortages of diesel and jet fuel.

On 7 October 2023, Hamas infiltrated Israel's southern border from Gaza and conducted a series of attacks on civilian and military targets. Following the attack, Israel's security cabinet declared war against Hamas and launched a military campaign against Hamas-led Palestinian militant groups. The GTCOPLC Group does not have operations in Israel or Gaza and to date, it has not experienced any material disruption to its operations from the ongoing military action between Israel and Hamas. However, the length, impact and outcome of the ongoing military conflict in the Middle East is highly unpredictable and there can be no assurances that further unforeseen events related to this conflict will not have a material adverse effect on the GTCOPLC Group's operations in the future.

The GTCOPLC Group is actively monitoring the situations in Ukraine and the Middle East and assessing their impact on its business. The GTCOPLC Group has no way to predict the progress or outcome of the conflicts in Ukraine and the Middle East or their impact in these regions as the conflict, and any resulting government reactions, are rapidly developing and beyond the GTCOPLC Group's control. The extent and duration of the military actions, sanctions and resulting market disruptions could be significant and could potentially have substantial impact on the global economy, the Nigerian economy and the GTCOPLC Group's business for an unknown period of time. Any of the abovementioned factors could affect the GTCOPLC Group's business, financial condition and results of operations, and any such disruptions may also magnify the impact of other risks described in this Shelf Prospectus.

***Public health issues, including epidemics and pandemics may have significant adverse consequences, which may result in a material adverse impact on the GTCOPLC Group's business, financial condition and results of operations***

Public health issues, such as epidemics and pandemics, may have significant adverse consequences on the GTCOPLC Group's business. For example, in response to the COVID-19 outbreak, around the world,

governments took measures, including imposing quarantines, vaccine requirements and travel restrictions and closures of various institutions, which resulted in significant disruptions and uncertainty in economic activity around the world. Moreover, the decline in the demand for oil caused by this unprecedented global health and economic crisis had a material adverse impact on the Nigerian economy and affected the demand for the GTCOPLC Group's products and services as a result of reduced consumer spending. Although the GTCOPLC Group does not currently expect any impact in 2024 from emerging or resurgent epidemic or pandemic diseases or viruses, the extent to which the GTCOPLC Group's operating and financial results are affected such emerging or resurgent epidemic or pandemic diseases or viruses is dependent on various factors and consequences beyond the GTCOPLC Group's control, and may have adverse impacts on its operations or business such as:

- infections and quarantining of the GTCOPLC Group's employees in areas in which it operates;
- the effects on individuals, corporates, industries or governments, with which a substantial amount of the GTCOPLC Group's business involves providing credit and other financial services to such customers;
- required negotiations with the GTCOPLC Group's existing debtors that may result in credit facilities being restructured and/or their tenors extended and the resulting potential impact on the GTCOPLC Group's assessment of its expected credit losses in its loan portfolio;
- increased risk of an increase to impairment levels;
- additional capital being required by the GTCOPLC Group to absorb the impact of heightened levels of credit risk;
- the need to introduce measures to reduce the GTCOPLC Group's costs and capital expenditures, including reduction of its global workforce, the implementation of a hiring and salary freeze or executive pay cuts;
- structural shifts in the global economy and/or Nigerian economy in connection with a global recession or depression;
- the risk that the GTCOPLC Group's insurance coverage is not likely to cover losses associated with pandemics like COVID-19 under its policies; and
- cybersecurity issues, as digital technologies may become more vulnerable and experience a higher rate of cyberattacks in the environment of remote connectivity due to stay-at-home orders.

Public health issues and the volatile global economic conditions stemming from such widespread health crisis, has aggravated and could continue to aggravate certain other risk factors affecting the GTCOPLC Group's business, which may result in a material adverse impact on its business, financial condition and results of operations.

#### ***Risks related to the Principal Subsidiary - GTBank Nigeria***

*GTBank Nigeria is exposed to risks related compliance with CBN regulations, including recent changes to such regulations*

GTBank Nigeria is subject to the regulations promulgated by the CBN. The following recent changes by the CBN may affect GTBank Nigeria's, and as a result, the GTCOPLC Group's activity, operations and financial results:

#### ***Revised Guide to Bank Charges***

The CBN implemented the Guide to Charges by Banks, Other Financial and Non-Bank Financial Institutions in Nigeria in May 2017, thus providing a standard for the application of charges in the banking industry. On 20 December 2019, the CBN published a Revised Guide to Bank Charges, which took effect on 1 January 2020. The Revised Guide to Bank Charges provides that Nigerian savings accounts must earn interest at a minimum rate of 30 per cent. of the MPR per annum. Subsequently, on 1 September 2020, the CBN issued a letter to all banks revising the interest rate on savings account downwards to a minimum rate of 10 per cent. of the prevailing MPR per annum. The MPR of May 2024

of 26.25 per cent., translates to a minimum of 2.625 per cent. per annum. However, the minimum rate ceases to be applicable on any savings account from which more than four withdrawals have been made in a month. In Nigeria, most savings account holders exceed the monthly withdrawal limit and thus GTBank Nigeria is not obligated to pay a minimum interest rate most months for most of its savings' accounts. However, there can be no assurance that future changes to the maximum withdrawal limit will not lead to an increase in GTBank Nigeria's monthly interest payments on savings accounts, thus reducing its net interest margin.

Furthermore, the Revised Guide to Bank Charges of CBN requires banks and non-bank financial institutions to reduce charges applicable to bank accounts, electronic transfers and ATMs. The implementation of this rule has led to a decrease in the fees and commission income of GTBank Nigeria. For instance, the tiering system within the NIBSS Instant Payments (NIP) which charges across volume bands as provided for in the new guidance has resulted in, as at 31 December 2023, a 19.42 per cent. growth in income that GTBank Nigeria derives from its Digital Banking Division. For example, GTBank Nigeria previously earned ₦50 across all values in respect of electronic transfers via the NIP platform, but with the new regulations, transfers with values between ₦0 and ₦5,000 are now charged at ₦10, amounts between ₦5,001 and ₦50,000 are now charged at ₦25 and amounts greater than ₦50,000 are now charged at ₦50. Notably, 50.28 per cent. of NIP transactions fall within the ₦5,000 amount threshold for which GTBank Nigeria used to earn ₦50, but now only earns ₦10.

#### *Contributions to the Asset Management Corporation of Nigeria*

GTBank Nigeria is required to contribute to a sinking fund to cover any net deficits incurred by Asset Management Corporation of Nigeria (AMCON). In the wake of the global financial crisis, AMCON was established as a stabilising tool to revive the financial system by resolving the NPL assets of banks operating in Nigeria. As a result of AMCON's intervention, all commercial banks in Nigeria are statutorily required to contribute 0.5 per cent. of their audited total assets and contingents as at 31 December of each year to a sinking fund established to repay AMCON's debt to the CBN. As at 31 December 2022, AMCON's outstanding debt to the CBN totalled ₦4,090 trillion. In 2015, the CBN amended its definition of "total assets" to include off-balance sheet items. However, AMCON continued to erroneously apply a definition of "total assets" that excluded off-balance sheet items, leading to an assessment that banks across the Nigerian banking sector had underpaid their contributions in 2016 and 2017. In 2018, the CBN notified the banks of the resultant shortfall for those years. Consequently, CBN adopted that an additional charge of 0.5 per cent. of each bank's off-balance sheet liabilities should be imposed. GTBank Nigeria has had to make provisions for this payment and amortise the provision over five years between 2019 and 2023. However, any further increase in such charge payable by GTBank Nigeria would have a negative impact on the GTCOPLC Group's profitability.

#### *Establishment of the Banking Sector Resolution Fund by the Banks and Other Financial Institutions Act, 2020*

Without prejudice to the AMCON Act, BOFIA established a banking sector resolution fund (the **Resolution Fund**), which would function like a bridge bank. The Resolution Fund will be floated by the CBN, the Nigeria Deposit Insurance Corporation and the banking industry. At inception of the Resolution Fund, the CBN and the Nigeria Deposit Insurance Corporation are expected to contribute the sum of ₦10 billion and ₦4 billion respectively (or such amount as the board of the CBN may determine) on the first business day in each calendar year. Also, from the commencement date, an annual levy of an amount equivalent to 10 basis points (or as determined by the CBN) of the total assets of banks, specialised banks and other financial institutions as at the date of its audited financial statements for the preceding year will be paid on the commencement date and on or before the 30th day of April in each subsequent calendar year following the commencement date. Although the Resolution Fund has yet to commence operations by the CBN, it is expected that it would have a negative impact on the GTCOPLC Group's profitability when established, as it is an increase in overall regulatory costs of GTBank Nigeria.

#### *Framework for regulation of Systemically Important Banks*

Under the D-SIB Framework, D-SIBs (including GTBank Nigeria) and those banks with an international banking licence are required to maintain a minimum capital adequacy ratio of 15 per cent. (in contrast to 10 per cent. for other national and regional banks). Furthermore, no more than 25 per cent. of a D-SIB's qualifying capital can be constituted by Tier 2 capital. Additionally, the CBN requires D-SIBs to set aside

an additional 1 per cent. of capital as a higher loss absorbency charge. However, the CBN has proposed increases to D-SIBs' minimum liquidity ratio (which is currently set at 30 per cent.) and capital adequacy ratio in order to implement the Basel III regime in Nigeria. As of 31 December 2023, GTBank Nigeria was sufficiently capitalised with a 20.96 per cent. full impact assessment capital adequacy ratio, respectively. This is over and above the regulatory threshold of 16 per cent. for D-SIBS. If the CBN were to make the proposed changes, pursuant to the Basel III regime, to GTBank Nigeria's regulatory capital requirements, the capital adequacy ratio is estimated to fall by 100 basis points. See "*Capital adequacy requirements in Nigeria differ from international standards and the GTCOPLC Group may face difficulties meeting capital adequacy requirements.*"

#### *Rising cash reserve requirements*

In September 2015, the CBN's CRR was reduced from an all-time high of 31 per cent. to 25 per cent. This was further reviewed downwards to 20 per cent. in November 2015, and raised to 22.5 per cent. in March 2016. The CRR remained at this level until 24 January 2020, when the Monetary Policy Committee of the CBN voted to increase the CRR to 27.5 per cent. in order to address the rising rate of inflation. The immediate impact of the increase in the CRR was reduced liquidity in the Nigerian banking sector generally. In May 2024, the CBN retained the CRR at 45.0 per cent. If the CRR were to be increased in a manner that decreases GTBank Nigeria's deposits or lending capacity (i.e., reduces the cash (liquidity) available to GTBank Nigeria) or if any other changes were made to reduce liquidity in the Nigerian banking system, it could adversely affect GTBank Nigeria and correspondingly the financial position of GTCOPLC Group.

#### *Capital adequacy requirements in Nigeria differ from other jurisdictions and the GTCOPLC Group may face difficulties meeting capital adequacy requirements*

GTBank Nigeria is required, amongst other things, to maintain adequate capital resources and to satisfy specified capital ratios at all times, including (without limitation) capital adequacy and liquidity ratios prescribed by the CBN. The capital adequacy requirements in Nigeria may differ from other jurisdictions. The CBN is focused on paid-up capital levels, rather than setting more stringent minimum levels of capital to risk-weighted assets than the current 16 per cent. stipulation for D-SIBS (including GTBank Nigeria) and Nigerian banks with international operations. If a bank's exposure to the oil and gas sector is in excess of 20 per cent. of total credit facilities of the bank, the risk weight of the entire portfolio in that sector will attract a risk weight of 150 per cent. for the purpose of capital adequacy computation. As at 31 December 2023, GTBank Nigeria's total capital to risk-weighted assets ratio was 21.94 per cent. (calculated in line with the CBN's capital adequacy computation), which is well above the CBN minimum requirement of 16 per cent. for D-SIBS (including GTBank Nigeria). At present, no more than 25 per cent. of a D-SIB's qualifying capital can be constituted by Tier 2 capital, which GTBank Nigeria was in compliance with. As of 31 December 2023, GTBank Nigeria's Tier 1 capital constituted 97.76 per cent. of its qualifying capital.

Accordingly, GTBank Nigeria has capital levels in excess of the capital adequacy requirements imposed by the CBN under Basel II, and the share capital and share premium of ₦138.2 billion of GTBank Nigeria as of 31 December 2023 will most likely be adequate to accommodate any near future increase in the capital requirements implemented by CBN as this represents 2.76 times of the required capital for GTBank Nigeria as projected for period ending 31 December 2023. However, the CBN could change the risk weighting of a particular class of assets held by GTBank Nigeria, which could require GTBank Nigeria to increase the level of regulatory capital it holds in respect of any such class of assets by seeking additional capital or alternative sources of financing, which may not be available or may only be available at commercially unsustainable prices. Accordingly, GTBank Nigeria may face difficulties in meeting these requirements in the future. Moreover, GTBank Nigeria's capital levels could decline as a result of various factors, such as a decline in the quality of GTBank Nigeria's credit portfolio or exchange rate movements. If GTBank Nigeria fails to meet the capital adequacy requirements, the CBN may take certain actions, including restricting GTBank Nigeria's asset growth, suspending all but its low-risk activities and imposing restrictions on the payment of dividends. Failure to comply with capital adequacy or other ratios imposed by the relevant regulators in the jurisdictions in which GTBank Nigeria or GTBank Nigeria's subsidiaries operate may also result in the revocation of GTBank Nigeria's licences in such jurisdictions and may give rise to breach of loan covenants. In addition, the CBN has in the past prohibited Nigerian banks from using their capital to recapitalise foreign subsidiaries, meaning that GTBank Nigeria risks having to raise external capital to recapitalise its foreign subsidiaries, should the need arise.

On the other hand, if the CBN lowers minimum requirements, temporarily or permanently, in response to industry-wide concerns, whilst GTBank Nigeria's risk of not meeting the requirements would fall, there could be other risks for GTBank Nigeria and the Nigerian banking sector as a whole. This could include the perception of weakness in the international markets and reluctance to lend or place deposits with the banks as well as falls in the price of the Securities. These actions could adversely impact GTBank Nigeria's ability to grow its loans to customers and other risk assets, and in turn materially adversely affect GTBank Nigeria's business, results of operations and/or financial condition.

The CBN from time to time promulgates new regulations and guidelines as part of its attempt to adjust the Nigerian banking system to Basel requirements. Accordingly, Nigerian banks' capital adequacy requirements have been and will continue to be affected by Basel requirements, which include requirements relating to regulatory capital, liquidity, leverage ratios and counterparty credit risk measurements. In December 2010 and January 2011, the Basel Committee on Banking Supervision issued its final guidance on a new capital adequacy framework for Basel III (**Basel III**). The reforms under Basel III include increasing the minimum common equity (or equivalent) requirement and applying stricter regulatory adjustments. In addition, banks will be required to maintain, in the form of common equity (or equivalent), a capital conservation buffer. A countercyclical buffer may also be implemented if there is excess credit growth resulting in a system-wide build-up of risk. The CBN had indicated its intention to start implementing Basel III standards in Nigeria from 2020, with the aim for the new standards to apply across the Nigerian banking industry. However, the CBN has not yet issued guidelines for their implementation in Nigeria. If the Basel III guidelines are implemented in Nigeria in their current form, they could significantly increase the minimum quantity and quality of capital that GTBank Nigeria is obliged to maintain.

As at 31 December 2023, GTBank Nigeria was adequately capitalised, with sufficient headroom of 99.3 per cent. over the regulatory threshold of 16 per cent, representing an ample capital buffer that will allow GTBank Nigeria to implement its strategic plans. Moreover, if the CBN were to make the changes, pursuant to the Basel III regime, to GTBank Nigeria's regulatory capital requirements, the capital adequacy ratio is estimated to fall by 100 basis points, although it will still be higher than the required capital adequacy ratio under the Basel III regime. Accordingly, based on a current assessment, increased capital costs under the Basel III regime will not adversely affect GTBank Nigeria's ability to implement its strategic plans and will ultimately have a minimal effect on GTBank Nigeria's business, results of operations, financial condition and/or prospects. However, GTBank Nigeria will be required to strengthen its capital beyond the current levels as it expands into and includes other non-banking entities. This will be necessary in order to meet new regulatory requirements introduced from time to time. Any such expansion (into non-banking activities) will only be undertaken if GTBank Nigeria is able to ensure prudent operations and comply with the regulatory capital requirements in effect from time to time. Also, whilst no clarity has been provided as to how and when Basel III will be adopted by CBN or whether the CBN will choose to maintain existing thresholds or introduce challenging new requirements, GTBank Nigeria will comply with such requirements once implemented (by increasing its capital base or reducing risk-weighted assets). However, if GTBank Nigeria requires additional capital to meet these requirements, there can be no assurance that it will be able to obtain this capital on favourable terms, in a timely manner or at all. Any breach of the applicable regulatory ratios and other financial indicators may result in GTBank Nigeria being subject to regulatory sanctions, which may have an adverse impact on the GTCOPLC Group's business, results of operations, financial condition and/or prospects.

*GTBank Nigeria may not be able to sustain the current level of growth in its loan portfolio, and may have difficulty in maintaining the credit quality thereof, which could impact its profitability*

Between 1 January 2023 and 31 December 2023, GTBank Nigeria's gross loan portfolio increased by 32.6 per cent. GTBank Nigeria's loans and advances to banks and customers grew to ₦2.6 trillion (U.S.\$2,882.19 million) as of 31 December 2023, from ₦2.0 trillion (U.S.\$4,273.70 million) as of 31 December 2022 and ₦1.9 trillion (U.S.\$4,336.30 million) as of 31 December 2021. GTBank Nigeria, along with other banks in Nigeria, is highly susceptible to political and economic events in Nigeria and any such events could have a material adverse effect on the GTCOPLC Group's business, results of operations, financial condition, cash flows, liquidity and/or prospects. See "*—The GTCOPLC Group's business is highly dependent on the health of the economies in which it operates*". There can be no assurances that the GTCOPLC Group will be able to sustain its current levels of growth in the future.

As a result of the CBN retaining the CRR at 45.0 per cent. in May 2024, GTBank Nigeria may have difficulties growing its loan portfolio as it, along with other Nigerian banks, tries to manage its liquidity position in the face of an increase in the cost of funds caused by the retention of the current CRR. Separately, in response to an increase in the total amount of credit extended by commercial banks in Nigeria, on 31 December 2019, the CBN revised the minimum LDR upward from 60 per cent. to 65 per cent. in an effort to sustain momentum and increase economic growth, although it was decreased to 50 per cent. in April 2024 (where it remains as of May 2024). The measure was introduced among a raft of regulations aimed at compelling banks to boost credit, mainly to farmers, small-and-medium-size businesses and consumers. An increase in the overall level of lending in the Nigerian banking sector could increase the credit risk of GTBank Nigeria. In particular, retail, business banking and SME commercial banking customers typically have less financial strength, fewer resources and /or greater income volatility than large companies, and as GTBank Nigeria's retail, business banking and SME business expands, negative developments in the Nigerian economy could affect these borrowers more significantly than large companies. Historically, retail, business banking and SME commercial banking customers have been particularly susceptible to changes in interest rates and market conditions generally. Although GTBank Nigeria has taken deliberate steps to increase customer acquisitions across all business segments, it continues to consider retail, business banking and SME commercial banking priority segments in terms of growth for GTBank Nigeria, as GTBank Nigeria believes that the retail, business banking and SME segments in Nigeria are still largely unpenetrated.<sup>3</sup> As at 31 December 2023, GTBank Nigeria had a split between 88:12 corporate loans and retail/business banking/SME loans. The growth in lending to SMEs, business banking and retail customers could result in higher levels of classified loans (that is, loans classified by GTBank Nigeria as substandard, doubtful or lost based on CBN Prudential Guidelines) or NPLs for which an impairment is or needs to be made and as a result, requires higher levels of provisioning. GTBank Nigeria's retail business may also be adversely impacted should GTBank Nigeria's retail customers be unable to make payments on existing loans provided by GTBank Nigeria, maintain their deposit accounts or experience a significantly decreased appetite for new loan products and services due to a decrease in consumer confidence and spending, late salary payments (including by state employers), increasing inflation or job losses caused by the challenging macroeconomic conditions in Nigeria. Any such significant declines in retail deposits or increases in retail loan defaults could increase GTBank Nigeria's liquidity and funding risk, lower its credit quality and have a material adverse effect on GTBank Nigeria's business, results of operation, financial condition and/or prospects.

According to data from the CBN, the Nigerian banking industry's NPLs as a proportion of total loans decreased to 4.14 per cent. as at 30 June 2023 from 4.21 per cent. as at 31 December 2022. GTBank Nigeria's NPL ratio as at 31 December 2023 stood at 2.47 per cent., compared to 4.72 per cent. as at 31 December 2022. Although GTBank Nigeria continues to actively manage and monitor its loan portfolio, there can be no assurance that, in the future, GTBank Nigeria will be able to improve on or maintain the NPLs at or below the NPL ratio recorded at 31 December 2023. Factors which may contribute to an increase in the amount of GTBank Nigeria's NPLs include growth of GTBank Nigeria's loan portfolio, relative concentration of the loan portfolio and the reduced ability of existing customers to pay their foreign exchange denominated debt, a significant devaluation of the Naira, further decreases in oil prices or any general slowdown in the Nigerian economy. Government policies and economic changes that adversely affect sectors to which GTBank Nigeria has significant exposure may also contribute to the amount of GTBank Nigeria's NPLs. A high NPL ratio will negatively impact the foreign currency liquidity, capital and profitability of GTBank Nigeria, whilst also affecting its credit rating and thus opportunities to obtain funding from other sources. As a result, any increase in NPLs will have a material adverse effect on the GTCOPLC Group's business, results of operations, financial condition, cash flows and liquidity.

Moreover, any significant increase in credit exposure will require continued emphasis by the GTCOPLC Group on credit quality, the adequacy of its provisioning levels and the continued development of financial and management control. Due to the size of each loan to corporate customers, a single default by a corporate borrower could significantly impact GTBank Nigeria's loan losses. The GTCOPLC Group can make no assurances that GTBank Nigeria will be able to predict loan losses effectively or that allowances for loan losses will be sufficient to cover actual losses. Therefore, failure to successfully manage growth and development and to maintain the quality of its assets could have a material adverse effect on the

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<sup>3</sup> Note to Draft: Under review.

GTCOPLC Group's business, results of operations, financial condition, cash flows, liquidity and/or prospects.

*GTBank Nigeria has counterparty credit risk exposure as well as exposure to financial institutions and markets generally*

As a financial organisation engaged in lending to individuals and companies, GTBank Nigeria faces credit risk which arises from the possible failure of repayment by the borrower and/or the loans not being secured sufficiently. GTBank Nigeria faces counterparty risk from its derivative contracts as well as from its borrowers, customers, trading counterparties and other financial intermediaries. These counterparties may default on their obligations due to bankruptcy, as well as due to lack of liquidity, downturns in the economy or real estate values, operational failures or other reasons. As a result, risk arising from changes in credit quality and the recoverability of amounts due from counterparties are inherent in GTBank Nigeria's business. Although GTBank Nigeria attempts to manage this risk through its credit risk management policies by monitoring the extension of credit to customers and taking of collateral, there is no guarantee that such precautions will be effective, and GTBank Nigeria could be exposed to more credit risk than it finds acceptable. For example, GTBank Nigeria may fail to assess the inherent risk in each loan application or may conduct an inaccurate assessment of a customer's credit quality or the value of collateral could decline. Any of the foregoing could have a material adverse effect on the GTCOPLC Group's business, prospects, financial position and/or results of operations.

Further, there is a risk that, despite GTBank Nigeria's belief that it conducts an accurate assessment of customer credit quality, customers are unable to meet their commitments as they fall due as a result of customer-specific circumstances, macro-economic factors or other external factors. The failure of counterparties to meet their commitments as they fall due may result in higher impairment charges or cause negative impact on GTBank Nigeria's lending portfolio. Accordingly, adverse changes in the credit quality of GTBank Nigeria's borrowers and counterparties or a general deterioration in Nigeria, other markets in which GTBank Nigeria operates or global economic conditions, could affect the recoverability and value of its assets and consequently increase GTBank Nigeria's provision for expected credit losses and other provisions. Any failure by GTBank Nigeria to manage such risks could have a material adverse effect on the GTCOPLC Group's business, results of operations or financial condition.

*Difficulty in obtaining and enforcing adequate security as collateral for GTBank Nigeria's loans, or a decline in the value or liquidity of such collateral, may adversely affect its loan portfolio*

Although as of 31 December 2023, approximately 85.6 per cent. of GTBank Nigeria's loans and advances to customers were secured (10.3 per cent. were secured against real estate, 0.6 per cent. were secured against shares of quoted companies and 74.7 per cent. were otherwise secured), the remaining 14.4 per cent. of GTBank Nigeria's loans and advances to customers were unsecured. For loans which are secured, whilst GTBank Nigeria's policy is to obtain collateral with a value exceeding the value of the loan, if GTBank Nigeria is forced to realise on the security, for various reasons the realisable value from the security may be less than the outstanding loan. Some secured loans, particularly in the Retail banking segment, have lower recovery rates on the collateral following a default in the loan, due to the types of collateral involved—generally consumer products, such as appliances and cars, which are difficult to recover. Additionally, certain types of security, such as mortgages, are difficult to perfect due to government bureaucracy, perfection costs and incomplete documentation.

Under relevant Nigerian land laws, GTBank Nigeria is required to obtain the consent of the governor of the relevant state in which real property collateral is situated in order to perfect its security in the property. The process of perfecting title to land is highly bureaucratic, which may unduly prolong GTBank Nigeria's ability to realise security for loans advanced. Moreover, in 2015, the CBN issued the Collateral Registry Regulations No 1. of 2015. The objective of this regulation is to provide a regulatory framework for accessing credit facilities that are secured by movable property, the creation and perfection of security interests and the realisation of such security interests. In June 2016, the CBN announced that the notice-based, online National Collateral Registry (NCR) was now operational and directed banks to register their security interest with the NCR with effect from July 2016. The Collateral Registry Regulations as well as the NCR were given legislative force by the Secured Transactions in Movable Assets Act 2017. However, it is still too early to assess the long-term effects that the NCR will have on the financial landscape in Nigeria.

In addition, the Nigerian judicial system suffers from a significant shortage of resources and faces a number of challenges, which often results in delays in the judicial process that could pose further challenges in realising security for loans. Accordingly, there is a possibility that with respect to GTBank Nigeria's loan portfolio such delays may affect GTBank Nigeria's ability to quickly enforce judgments in its favour.

Whilst there are limitations on securing effective collateral over certain assets, including land, a substantial portion of GTBank Nigeria's loans to corporate customers and individuals is secured by collateral such as real property, land leasing rights, production equipment, vehicles and securities. However, some of the collateral currently securing GTBank Nigeria's loans to corporate customers and individuals may decline in value, making it insufficient to cover outstanding debts. Downturns in the relevant markets, a lack of an existing market for the collateral within Nigeria or a general deterioration of economic conditions may result in declines in the value of collateral below the amounts of the outstanding principal and accrued interest on those loans. If collateral values decline, they may not be sufficient to cover irrevocable amounts on GTBank Nigeria's secured loans, which may require GTBank Nigeria to reclassify the relevant loans, establish additional loan loss expenses and increase reserve requirements.

Failure to obtain security with sufficient value, to adequately perfect security interests, to recover the expected value of collateral held for loans or a decline in the value of such collateral may expose GTBank Nigeria to losses, which could have a material adverse effect on the GTCOPLC Group's business, results of operations and financial condition.

### **Risks related to the Jurisdictions in which the GTCOPLC Group Operates**

#### ***The GTCOPLC Group is subject to foreign exchange risk***

The GTCOPLC Group is exposed to foreign exchange risk, as a result of adverse movements in exchange rates, in the jurisdictions in which it operates, which can adversely affect its business and operations. The foreign exchange risk, which it is exposed to primarily through its loan and deposit portfolios that are denominated in foreign currencies and through acting as an intermediary in foreign exchange transactions between central and commercial banks, as well as customers. As at 31 December 2023, 54.4 per cent. of the GTCOPLC Group's financial assets at carrying amount and 48.9 per cent. of the GTCOPLC Group's financial liabilities at carrying amount, respectively, were denominated in foreign currencies, principally the U.S. dollar. The GTCOPLC Group's foreign currency denominated financial assets are largely composed of foreign currency denominated loans and short-term money market placements held with foreign banks that have high to medium credit quality ratings. These positions expose the GTCOPLC Group to exchange rate risk. As the GTCOPLC Group's reporting and functional currency is the Naira, this risk has increased significantly in recent times in light of the Naira's recent volatility against the U.S. dollar. For example, on 29 December 2023, the CBN's exchange rate was ₦899.89:U.S.\$1.00 and on 26 February 2024, the exchange rate was ₦1,662.85:U.S.\$1.00 (*source: CBN Exchange Rates by Currency*). Accordingly, on 27 February 2024, the CBN increased the monetary policy rate by 400 basis points to 22.75 per cent. from 18.75 per cent, then to 24.75 per cent. at the CBN's second MPC meeting of 2024, held in March 2024, and further to 26.25 per cent. at the CBN's third MPC meeting of 2024, held in May 2024 (*source: CBN Monetary Policy Communique No. 150*). Foreign-currency liquidity in Nigeria as a whole is expected to worsen as a result of the slowdown in oil prices, volatile portfolio inflows and lower remittances, all of which are expected to harm the stock of foreign-currency deposits in the banking system and in turn impact the GTCOPLC Group's foreign-currency funding. For example, Nigeria's foreign exchange reserves fell by 7.99 per cent. in the first half of 2023. Similarly, upon depreciation of the Naira against foreign currencies, the GTCOPLC Group becomes subject to higher interest payments on its foreign currency denominated liabilities when calculated in Naira terms.

Furthermore, while the GTCOPLC Group's fixed income trading and investing activities are largely carried out in local currency with domestic counterparties or governments (principally the federal government of Nigeria), it holds open positions (meaning unhedged positions open to the impact of market rate and price fluctuations) in the course of its trading and investment activities and is thus subject to foreign exchange risk from its exposure to changes in spot and forward rates. Whilst the GTCOPLC Group monitors its net open positions, fluctuations in foreign currency exchange rates in the jurisdictions in which the GTCOPLC Group operates, particularly if unanticipated or sudden, may have an adverse effect on the business, results of operations or financial condition of the GTCOPLC Group. In addition, the GTCOPLC Group may experience declines in asset quality following the depreciation of such local currencies, as well as deterioration in its capital position due to inflation of risk-weighted assets caused by appreciation in



foreign currency denominated assets, which could potentially reduce or exert negative pressure on its capitalisation ratios and increase the level of delinquent loans. For instance, the GTCOPLC Group's capital ratios will be adversely affected if there is a significant depreciation in the value of Naira to foreign currency. As a result, such adverse changes in currency exchange rates could have a material adverse effect on the GTCOPLC Group's business, results of operations and/or financial condition.

The GTCOPLC Group is also subject to translation risk with respect to assets and liabilities in foreign currencies. For example, as of 31 December 2023, 45.6 per cent. of the GTCOPLC Group's total assets were denominated in Naira, 36.0 per cent. were denominated in U.S. dollars, and the remainder were denominated in other currencies. Monetary assets and liabilities originally denominated in foreign currencies are translated into Naira at the relevant balance sheet date and at the applicable exchange rates. Having a significant net long foreign currency balance sheet position tends to result in foreign exchange translation gains when the Naira depreciates against such foreign currencies and in foreign exchange translation losses when the Naira appreciates against such foreign currencies in nominal terms. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the GTCOPLC Group's income statement. As a result, the GTCOPLC Group's reported income is affected by changes in the value of the Naira with respect to foreign currencies (primarily the U.S. dollar).

If in the course of its ongoing monitoring of its net open positions, the GTCOPLC Group determines it to be necessary, the GTCOPLC Group may execute derivative transactions to hedge identified risk exposures on its balance sheet. Investors should note that if taken, these measures may not adequately protect the GTCOPLC Group from the effect of exchange rate fluctuations or may limit any benefit that the GTCOPLC Group might otherwise receive from favourable movements in exchange rates. As at 31 December 2023, the gap between the GTCOPLC Group's foreign currency monetary assets and monetary liabilities, calculated in Naira, resulted in a gain of U.S.\$487.0 billion.

Moreover, the overall effect of exchange rate movements on the GTCOPLC Group's results of operations depends on the rate of depreciation or appreciation of the local currencies in the jurisdictions in which it operates against its principal trading and financing currencies. For example, the decline in international oil prices contributed to the depreciation of the Naira against the U.S. dollar in the first six months of 2023. Furthermore, on 14 June 2023, the CBN announced it would abandon its controlled foreign exchange system in favour of a free-floating one, and such declaration was followed by a depreciation of the exchange rate. For example, on 14th June 2023, the CBN's exchange rate was ₦632.8:U.S.\$1.00 and on 21st June 2023, the exchange rate was ₦714.4:U.S.\$1.00, which represented a loss of 13 per cent. of the currency value in one week (*source: CBN Exchange Rate Statistics by Currency*). Whilst the GTCOPLC Group did not suffer losses in foreign exchange income during the period of the devaluation<sup>4</sup>, there can be no assurance that any further significant devaluation of the Naira, whether due to further changes in CBN policy or external macroeconomic events, will not have a material adverse effect on the GTCOPLC Group's business, results of operations and/or financial condition.

In addition, the GTCOPLC Group's customers may be subject to substantial foreign exchange risk, which indirectly affects the GTCOPLC Group's credit risk profile. As of 31 December 2023, 31 December 2022 and 31 December 2021, 42.5 per cent., 45.5 per cent. and 45.5 per cent. of the GTCOPLC Group's total loans and advances to customers, respectively, were denominated in foreign currencies, mainly U.S. dollars. While the GTCOPLC Group maintains a policy of only lending in foreign currencies to companies who earn the majority of their revenues in the same foreign currency, several of these companies still earn some, albeit not the majority, of their revenue in local currencies that are not the same foreign currency. Thus, any significant decline in the value of such local currencies may result in borrowers being unable to repay loans denominated in foreign currency.

Separately, the significant devaluation of the Naira, coupled with a slowdown in the price of oil in early 2023, which provides 90.0 per cent. of the Nigeria's foreign exchange, has led to a U.S. dollar currency shortage in the country. Due to this currency shortage, the GTCOPLC Group's Nigerian borrowers may struggle to obtain the U.S. dollars they require to pay their foreign denominated loans and advances, which could have a material adverse effect on the GTCOPLC Group's business, results of operations and financial condition. As at 31 December 2023, the GTCOPLC Group's NPLs in its foreign currency loan

book were 0.24 per cent., compared to 0.52 per cent. at 31 December 2022. There can be no assurances that the ongoing or worsening of the U.S. dollar liquidity, whether due to a change in CBN policy or external macroeconomic events, will not have a material adverse effect on the GTCOPLC Group's business, results of operations and financial condition.

***The GTCOPLC Group's business is highly dependent on the health of the economies in which it operates***

The GTCOPLC Group's business is highly dependent on the health of the economies in which it operates. Accordingly, the GTCOPLC Group's operations in such economies can be negatively affected by adverse changes in any of the following factors, all of which are affected by global economic, market and political events outside of the GTCOPLC Group's control:

- investor, consumer and business sentiment;
- events that reduce confidence in the financial markets;
- inflation, deflation or recession;
- high unemployment or, conversely, a tightening labour market;
- the availability and cost of capital, liquidity and credit;
- levels and volatility of foreign exchange rates, interest rates, credit spreads and market prices for currencies, equities and commodities, as well as the duration of any such changes; and/or
- the economic effects of an outbreak or escalation of hostilities, terrorism or other geopolitical instabilities, cyber-attacks, climate change, natural disasters, severe weather conditions, health emergencies, the spread of infectious diseases, epidemics or pandemics or other extraordinary events.

Since substantially all of the GTCOPLC Group's business operations and assets are based in Nigeria, the GTCOPLC Group is exposed in particular to the health of the Nigerian economy. For example, as at 31 December 2023, the GTCOPLC Group's operations in Nigeria accounted for 75.31 per cent. of its total assets. As a result, the GTCOPLC Group's income, results of operations and the quality and growth of its assets depend, to a large extent, on the performance of the Nigerian economy.

In 2020, Nigeria's GDP contracted by 1.8 per cent. and experienced fluctuations in the value of the Naira, with the weakening of oil prices and COVID-19 pandemic, which had an unprecedented adverse impact, weighing negatively on the Nigerian economy. In 2021 and 2022, the Nigerian GDP expanded by 3.6 per cent. and 3.3 per cent., respectively. Although, the Nigerian economy was showing weak growth prospects in the first half of 2023, as real GDP growth fell from 3.3 per cent. in 2022 to 2.4 per cent. year-on-year in the first quarter of 2023, the Nigerian GDP reflected real GDP growth of 3.46 per cent in the fourth quarter of 2023. (*source: Nigerian National Bureau of Statistics (the NBS)*).

Separately, the Nigerian economy is highly influenced by global oil prices and Nigeria's level of oil and gas production, as the oil sector remains a major contributor to the GDP. In the third quarter of 2023, the oil sector accounted for 5.48 per cent. of total real GDP, as compared to 5.66 per cent. in the third quarter of 2022. (*source: the NBS*). In addition, the oil sector plays a central role in Nigeria's economy, as it accounts for a substantial portion of its export earnings. In the third quarter of 2023, the oil sector accounted for 82.5 per cent. of export earnings and the value of crude oil exports in the third quarter of 2023 reflected an increase of 83.23 per cent. when compared to the same period in 2022. (*source: Q3-2023 Foreign Trade Statistics Report by the NBS*). The Nigerian economy is also highly dependent on oil sector revenues, which arise from sales of crude oil and gas, royalties and taxes and fees. This dependence makes the Nigerian economy vulnerable to oil price fluctuations, as many economic sectors in Nigeria depend upon public spending and private consumption driven by oil revenues.

Oil prices are subject to significant fluctuations in response to relatively minor changes in the supply of and demand for oil, market uncertainty, and a variety of additional factors that are beyond the GTCOPLC Group's control. Since the beginning of 2020, oil prices have fluctuated significantly and since the beginning of 2023, there has been a slowdown in the prices of crude oil. For example, the average price

of Brent crude oil and West Texas Intermediate crude oil fell by 24.00 per cent. and 26.65 per cent. in the first half of 2023 in comparison to the same period in 2022.

Oil production in Nigeria has also fluctuated in recent years. Nigeria reported oil production of 1.51 million barrels per day (**mbpd**) in the first quarter of 2023, which fell to 1.22 mbpd at the end of second quarter, which was below the 1.34 mbpd and 1.49 mbpd reported in the fourth quarter of 2022 and first quarter of 2021, respectively. According to the NBS, the quarterly contribution of the oil sector to Nigeria's GDP declined from 5.48 per cent. of total real GDP in the third quarter of 2023, as compared to 5.66 per cent. in the third quarter of 2022. (*source: the NBS*).

As in the past, a slowdown in oil prices has caused, and is expected to continue to result in, liquidity issues, reduced tax revenues, depreciation of foreign exchange reserves, and increased currency pressures for Nigeria. Given Nigeria's dependence on oil exports for foreign exchange earnings, Nigeria's gross foreign exchange reserves fell by 7.99 per cent. in the first half of 2023 according to the CBN, whilst the Naira depreciated against the U.S. Dollar by approximately 65 per cent. over the same period. More specifically, weakening of oil prices, continued instability in the foreign exchange market and the repatriation of investment by foreign portfolio investors, led to a considerable depreciation of Nigeria's gross foreign exchange reserves to U.S.\$34.1 billion as of 30 June 2023. The reduction in foreign exchange reserves consequently triggered speculative currency trading, which coupled with the reduction in oil prices, led to the devaluation of the Naira against the U.S. Dollar to ₦907.11 to U.S.\$1.00 in 2023. In addition, Nigeria welcomed a new government on 29 May 2023, which implemented reforms such as the removal of subsidy on petrol and the reintroduction of the "willing buyer, willing seller" market model. Such policy reforms resulted in a 150 per cent. to 200 per cent. surge in fuel costs across the country while floating the Naira resulted in a sizeable currency weakening.

The Nigerian banking system's exposure to the oil and gas sector is substantial, at around 26.5 per cent. of total loans at the end of 2023 (*source: nairametrics*), making the system highly susceptible to an oil price slump. As with all Nigerian banks, a significant portion of GTBank Nigeria's growth and operating profit arises from customers in the energy or sectors linked to the performance of the energy sector, and as such the GTCOPLC Group's business, results of operations, financial condition and/or prospects are particularly exposed to the risk of a downturn in the Nigerian economy generally and in the energy sector in particular. As at 31 December 2023, 49.0 per cent. of the GTCOPLC Group's total loans and advances were to customers in the oil and gas sector. See "*—Certain aspects of the GTCOPLC Group's business are highly concentrated*". Any significant reduction in international oil prices, particularly if they remain low for an extended period, may impact the GTCOPLC Group in a number of ways, including through (i) its exposure to customers whose businesses are directly or indirectly, reliant on oil revenue and who become unable to service their debt; (ii) reduced liquidity as deposits from government and government-related entities are withdrawn as these depositors are impacted by low oil prices, (iii) the impact of low oil prices and global macroeconomic effects on Nigeria's economy and the consequent impact on the GTCOPLC Group's wholesale and retail customers, and (iv) a further downgrade of the GTCOPLC Group's credit rating if operating conditions worsen, constraining the GTCOPLC Group's business activities whilst leading to higher asset risk and provisioning cost. See "*—The GTCOPLC Group's credit rating is closely linked to the performance of the Nigerian economy and could be subject to further downgrade*".

The impact of the volatility in oil prices may not just be limited to an adverse impact on the GTCOPLC Group's oil and gas customers but could adversely impact the performance of the GTCOPLC Group's customers in those sectors whose performance are linked with that of the oil sector. Due to the significant link between the oil and gas sector and the performance of the Nigerian economy as a whole, many of the GTCOPLC Groups' clients in the manufacturing, construction and real estate sectors in Nigeria, in particular, may adversely be affected by the decrease in oil prices and declining oil production (as demand in these sectors is linked with that of the oil industry). These sectors, together with the oil and gas sector, account for a significant proportion of the GTCOPLC Group's business. Therefore, continued weak oil production and oil prices may adversely affect the GTCOPLC Group's credit quality and loan portfolio growth, as well as the prices of real estate and other property held as collateral for loans, which may lead to an increase in NPLs and loan impairment charges.

The immediate impact of the oil price decline in early 2023 on the GTCOPLC Group was partially mitigated due to its high credit quality, the debt service reserve levels it has in place for its upstream oil and gas exposures and the hedges it has in place for its foreign currency exposures to this sector. However,

if the recent decrease in oil prices continues, it will likely reduce the Government's revenue, foreign exchange earnings and infrastructure spending. Although, the full impact of this oil price decrease on the Nigerian economy is as yet unknown and a failure of oil prices to quickly recover from this downward trend could adversely impact the Nigerian economy and have a material adverse effect on the GTCOPLC Group's business, results of operations and/or financial condition. If the current market conditions continue to deteriorate due to global macroeconomic factors, inflation or geopolitical conflicts or if these levels of market disruption and volatility continue or reoccur, the GTCOPLC Group may incur impairment charges and experience reduction in business activity, increased funding pressures, decreased asset values, increased default rates and credit losses, delinquencies, write-downs and lower profitability and cash flows. Accordingly, the business, results of operations and financial condition of the GTCOPLC Group could be materially adversely affected by these trends and may be further materially adversely affected by a continuation of the unfavourable economic conditions in Nigeria and other emerging markets generally.

Furthermore, Nigeria lacks stable power supply and adequate infrastructure such as roads, rail, ports, broadband networks etc., which has led to challenges in the development of many sectors of the economy. The power sector still faces challenges which relate to governance, funding, legal, regulatory and pricing issues across the value chain. Given the huge capital investment required to address this infrastructure deficit, there have been calls for the private sector to play a key role in providing critical infrastructure, either directly or in collaboration with the federal government of Nigeria. However, challenges with pricing and funding continue to challenge the viability of private sector investment. Failure to significantly improve Nigeria's infrastructure could adversely affect Nigeria's economy and growth prospects, including its ability to meet GDP growth targets which may, in turn, have an adverse effect on the business, results of operations and/or financial condition of the GTCOPLC Group.

***The GTCOPLC Group is exposed to risks related to the negative impact of exposure to political and regional instability in the jurisdictions in which it operates***

The GTCOPLC Group is faced with potential changes in government policies and other government actions as well as regional instability in the jurisdictions in which it operates. Such potential changes could include, but are not limited to, the following:

- an outbreak or escalation of hostilities, or other geopolitical instabilities;
- monetary policies and actions taken by the central banks or governmental authorities, including any sustained large-scale asset purchases or any suspension or reversal of those actions;
- fiscal policies, including with respect to taxation and spending;
- actions that governments take or fail to take in response to the effects of health emergencies, the spread of infectious diseases, epidemics or pandemics, as well as the effectiveness of any actions taken;
- governmental actions or initiatives relating to climate risk, or more generally, the impact of business activities on environmental, social and governance (ESG) matters, and the management of climate and other ESG related risks;
- isolationist foreign policies;
- economic or financial sanctions;
- the implementation of tariffs and other protectionist trade policies, or
- other governmental policies or actions adopted or taken in response to political or social pressures.

As most of the GTCOPLC Group's operations are conducted, and a substantial portion of its customers are located in Nigeria, the GTCOPLC Group is more significantly exposed to political changes and other government actions in Nigeria. As such the GTCOPLC Group's financial position, results of operations are substantially dependent on the economic and political conditions prevailing in Nigeria and the African region where the banking subsidiary of the Issuer has subsidiaries. In the event of political instability or economic uncertainty in Nigeria (or the African region where the banking subsidiary of the Issuer has

subsidiaries), the Issuer's results of operations are likely to be adversely affected. Nigeria's diverse political, religious, and ethnic landscape has led to struggles for power between rival groups.

The country recently concluded the 2023 general elections, and the Presidential election was won by the incumbent party, APC. Bola Ahmed Tinubu, of the APC was declared the winner of the 25 February 2023 election and assumed office on 29 May 2023. The new administration is pursuing different policies and priorities than the previous administration and altering certain reforms. Any significant changes in the political climate in Nigeria, including changes affecting the stability of the Nigerian government or involving a rejection, reversal or significant modification of policies, such as President Tinubu's policy on the removal of subsidies on premium motor spirits, may have negative effects on the economy, government revenues or foreign reserves and, as a result, a material adverse effect on the Issuer's business, results of operations, financial condition and/or prospects.

There are many layers to the conflicts in Nigeria, involving religion and ethnicity, and competition for power and resources. In recent years, the number of terrorist attacks has increased due to the growth of extremist groups such as Boko Haram, radical Fulani herdsmen and the activities of various separatist groups such as the Indigenous People of Biafra. The consequences are far-reaching and threaten national security and the economy. Increases of such terrorist events and the geographic spread of extremist groups may have a material adverse effect on the GTCOPLC Group's business, results of operations, financial condition and/or prospects.

***The GTCOPLC Group's operations and financial results can be negatively impacted in jurisdictions with less predictable legal frameworks and social developments***

The GTCOPLC Group conducts its business in certain jurisdictions in which the application of the rule of law is inconsistent or less predictable, including with respect to:

- conflicting or ambiguous laws, rules and regulations, or the inconsistent application or interpretation of existing laws, rules and regulations;
- uncertainty concerning the enforceability of intellectual property rights or contractual or other obligations;
- difficulty in competing in economies in which the government controls or protects all or a portion of the local economy or specific businesses;
- the threat of regulatory investigations, civil litigations or criminal prosecutions that are arbitrary or otherwise contrary to established legal principles in other parts of the world, and
- the termination of licenses required to operate in the local market or the suspension of business relationships with governmental bodies.

If the application of the laws, rules and regulations in any jurisdiction is susceptible to producing inconsistent or unexpected outcomes, this can create a more difficult environment in which the GTCOPLC Group conducts its business and could negatively affect its operations and reduce its earnings with respect to that jurisdiction. For example, conducting business could require the GTCOPLC Group to devote significant additional resources to understanding, and monitoring changes in, local laws, rules and regulations, as well as structuring its operations to comply with local laws, rules and regulations and implementing and administering related internal policies and procedures. There can be no assurance that the GTCO PLC Group will always be successful in its efforts to fully understand and to conduct its business in compliance with the laws, rules and regulations of all of the jurisdictions in which it operates, and the risk of non-compliance can be greater in jurisdictions that have less predictable legal and regulatory frameworks.

In addition, emerging market countries, as well as more developed countries, have been susceptible to unfavourable social developments arising from poor economic conditions or governmental actions, including:

- corruption, graft, fraud or bribery;
- widespread demonstrations, civil unrest or general strikes;

- security and personal safety issues; and
- other forms of internal discord.

These social developments in the future could lead to conditions that can adversely affect the GTCOPLC Group's operations in jurisdictions in which any of these conditions occurs and could impair the revenues, growth and profitability of those operations. In addition, any of these events or circumstances in one country can affect the GTCOPLC Group's operations and investments in another country or countries, including in Nigeria.

***Nigeria may face a lack of continued access to foreign trade and investment***

According to the 2023 Nigerian Capital Importation report issued by the NBS, capital importation fell year-on-year by 26.8 percent to \$3.89 billion in 2023 from \$5.32 billion in 2022. The future prospect for foreign direct investment to rebound and surpass its previous inflows is uncertain. In addition, if there is no decrease in the perceived risks associated with investing in Nigeria, including those described herein, there may not be any appreciable increase in foreign direct investment, which could materially adversely affect the Nigerian economy and limit sources of funding for infrastructure and other projects requiring significant investment by the private sector, which, in turn, may have a material adverse effect on the GTCOPLC Group's business, financial condition, results of operations and prospects.

***The GTCOPLC Group's credit rating is closely linked to the performance of the Nigerian economy and could be subject to further downgrade***

The GTCOPLC Group's credit rating is closely linked to Nigeria's rating as a sovereign issuer due to its large exposure to government treasury bills. On 11 November 2022, Fitch lowered its long-term credit rating on Nigeria to B- from B (with a stable outlook), also citing stagnant oil production and foreign currency liquidity pressures. On 3 November 2023, Fitch re-affirmed its long-term credit rating on Nigeria of B- (with a stable outlook). On 2 February 2024, S&P affirmed its B-/B long- and short-term foreign and local currency sovereign credit ratings on Nigeria citing the reforms implemented by the new government of Nigeria and the reliance of the Nigerian economy on the oil sector. On 8 December 2023, Moody's upgraded its outlook on Nigeria from stable to positive, citing the new government's reform efforts and affirmed it Caa1 long-term foreign currency and local currency issuer ratings. Following the sovereign downgrade, on 31 March 2020, the GTCOPLC Group's long-term credit rating was downgraded by S&P to 'B-' (with a stable outlook) from 'B'. In 2023, the GTCOPLC Group's long-term credit rating from Fitch was 'B-' (with a stable outlook). There can be no assurances that the GTCOPLC Group's credit ratings may not be downgraded. Any further downgrades in the sovereign credit ratings or in the GTCOPLC Group's credit ratings may adversely affect the GTCOPLC Group's business, results of operations, financial condition and/or prospects.

***Inefficiencies in the judicial system may create an uncertain environment for investment and business activity***

Since a substantial portion of GTCOPLC Group's business is conducted in Nigeria, it is subject to and affected by the rule of law in Nigeria. Nigerian law is predicated on the common law system, with its roots being derived from the English legal system. The Nigerian legal system faces a number of challenges including delays in the judicial process as many cases take a considerable period of time to be concluded. Similarly, the enforcement of security in Nigeria is affected by the inefficiencies in the judicial system and can result in uncertain positions. However, there has been considerable reform of the judiciary in recent years, especially in Lagos State (the commercial centre of Nigeria and where the Issuer (and its subsidiaries) is headquartered), with the establishment of commercial courts, the appointments of more commercially minded judges and the introduction of new rules to reduce delays in the judicial process. In addition, the National Industrial Court is a superior court of record with exclusive jurisdiction amongst others, in civil cases and matters relating to labour, employment, trade unions, industrial relations, terms of service and matters arising in relation to the workplace. Despite reforms, the slow judicial process may sometimes affect the enforceability of judgments obtained. These and other factors that have an impact on Nigeria's legal system make an investment in the GTCOPLC Group subject to increased risks and uncertainties than an investment in more developed economies.

## **Risks Related to the Securities<sup>5</sup>**

### ***The Securities may not be a suitable investment generally for all investors***

The Securities may not be a suitable investment for all persons. In addition to those risks associated with investing in emerging markets such as Nigeria, each potential investor in the Securities must determine the suitability of the investment generally in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Securities, the merits and risks of investing in the Securities and the information contained in this Shelf Prospectus and any Applicable Supplementary Prospectus;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Securities and the impact such investment would have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Securities;
- understand thoroughly the terms of the Securities; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic and other factors that may affect an investor's investment and an investor's ability to bear the applicable risks.

### ***The Issuer has made no determination about its status as a passive foreign investment company for US tax purposes***

The Issuer has made no determination about its status as a passive foreign investment company for US federal income tax purposes. Investors should speak to their own tax advisers about the tax consequences of acquiring Securities.

### ***Legal investment considerations may restrict certain investments***

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (i) the Securities are legal investments for it and (ii) other restrictions apply to its investment in the Securities. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Securities under any applicable risk-based capital or similar rules.

### ***The prevailing market prices for the Securities could be adversely affected by economic developments in Nigeria and the other African and emerging markets***

The market price of the Securities will be heavily influenced by economic and market conditions in Nigeria and, to a varying degree, economic and market conditions in the other African and emerging markets generally. Financial turmoil in other emerging markets in the past has adversely affected market prices in the global capital markets for the securities of companies that operate in those developing economies. Even if the Nigerian economy remains relatively stable, financial turmoil in other emerging markets could materially adversely affect the market price of the Securities.

### ***The value of the Securities may fluctuate significantly in response to a number of factors, some of which may be out of the GTCOPLC Group's control***

Securities may from time-to-time experience significant fluctuations in valuation that may be unrelated to the operating performance of the companies that have issued them. In addition, securities have, from time to time, and especially in recent years, experienced significant fluctuations of valuation (including as a result of technical failures or market disruptions) which have affected the market price of securities. Furthermore, the valuation of the Securities may prove to be highly volatile and may fluctuate significantly

in response to a number of factors, some of which are beyond the GTCOPLC Group's control, including: general market conditions; conditions or trends in the Nigerian economy and the Nigerian banking industry in particular; fluctuations in oil and gas and other commodity prices; variations in operating results in the GTCOPLC Group's reporting periods; changes in financial estimates by securities analysts; changes in the market valuations of similar companies; speculation in the press, media or investment community, whether or not well founded, about the GTCOPLC Group's business or the GTCOPLC Group's competitors; mergers or acquisitions or major divestments involving the GTCOPLC Group or the GTCOPLC Group's competitors or speculation in respect of any of the above; additions or departures of key personnel; any shortfall in turnover or net profit or any increase in losses from levels expected by securities analysts; and any future issuances or sales of securities by the GTCOPLC Group, or rumours in respect of the same. Any or all of these events could result in a material decrease in the value of the Securities.

***Nigerian law provides for the registration and enforcement of foreign judgments made in certain jurisdictions. However, it may be difficult to effect service of legal process and enforce foreign judgments obtained outside Nigeria against the Issuer and its management***

The Issuer is a company incorporated under the laws of Nigeria and substantially all of the GTCOPLC Group's businesses, assets and operations are located in Nigeria. In addition, a substantial majority of the GTCOPLC Group's directors, supervisors and executive officers reside in Nigeria and substantially all of their assets are located in Nigeria. As a result, it may not be possible to effect service of process in the United Kingdom, the United States or elsewhere outside Nigeria upon the Issuer or such directors or executive officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. Moreover, Nigeria does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States and many other countries. As a result, recognition and enforcement in Nigeria of judgments of a court in the United States or in any of such other jurisdictions in relation to any matter may be difficult. See "*Important Information—Enforcement of civil liabilities*".

***The Issuer's ability to pay dividends and effect returns of capital in the future is subject to a number of factors***

The Issuer's ability to pay dividends and effect certain returns of capital is dependent upon, amongst other things, it having sufficient cash resources and, where necessary, sufficient distributable reserves out of which any proposed dividend may be paid. The Issuer, being a non-operating financial holding company, is dependent on payment of dividends, distributions, loans or advances to the Issuer by its Subsidiaries. Any payment of dividends, distributions, loans or advances to the Issuer by its Subsidiaries is dependent upon the business and financial condition, earnings and cash flow position and other factors affecting such Subsidiaries. Any reduction in dividends paid from those historically paid by the Issuer, or the failure to pay dividends in any financial year, could adversely affect the value of the Securities.

***Holders of the Securities may be subject to taxation in Nigeria***

Since Nigerian domestic tax law does not contain the concept of constructive or beneficial ownership, income earned by the holders of the Securities, including income received on disposals of the Securities and dividends received by shareholders appears to be within the scope of Nigerian income tax. However, holders of the Securities may be subject to capital gains tax on disposals of the Securities.

Ordinarily, dividends received by the shareholders of the Issuer would be subject to withholding tax. However, given that the dividends to be distributed by the Issuer to its shareholders would be paid from dividends received by the Issuer from its subsidiaries, the dividends received by the shareholders of the Issuer would be treated as tax-exempt franked investment income as the Issuer would have paid tax on the dividends received from its subsidiaries prior to subsequent distribution to its shareholders. Historically, shareholders have not been subject to any taxes on the disposition of the Issuer's securities. There is some risk, however, that the Nigerian tax authorities may decide that certain of the various types of Securities issued pursuant to the Programme, including Debt Securities, should receive a different tax treatment from Company's shares, and therefore the holders of Securities could be subject to taxation in addition to withholding tax. The Issuer is unable to assess the likelihood of such challenge by the tax authorities or probability of its success, either with respect to treaty country residents, other non-resident holders of the Securities or with respect to holders of the Securities resident in Nigeria.



## **PART XII: OPERATING AND FINANCIAL REVIEW**

*The following discussion should be read in conjunction with the rest of the Shelf Prospectus, the GTCOPLC Group's annual reports and audited consolidated financial statements for the years ended 31 December 2023, 31 December 2022 and 31 December 2021, together with their respective related notes, which are incorporated by reference into this Shelf Prospectus in accordance with Part III ("Documents Incorporated by Reference") of this Shelf Prospectus.*

*Some of the information in the review set forth below and elsewhere in this Prospectus includes forward-looking statements based on current expectations that involve risks and uncertainties. The GTCOPLC Group's actual results may differ materially from those expressed or implied in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this Prospectus, including under "Risk Factors" and "Important Information—Cautionary note regarding forward-looking statements".*

*The discussion and financial information in this Part XII has been extracted without material adjustment from the Financial Statements incorporated by reference into this Shelf Prospectus, which has been prepared in accordance with IFRS. The operating and financial review set out below relates to the GTCOPLC Group as at the date of this Shelf Prospectus.*

### **Recent Developments**

The GTCOPLC Group released its unaudited financial results for the three-month period ended 31 March 2024 to the NGX and the LSE. The GTCOPLC Group reported profit before income tax of ₦509.3 billion as at 31 March 2024, which represented an increase of 587.5 per cent. from profit before income tax of ₦74.1 billion recorded in the corresponding period of March 2023. Total assets were ₦13.0 trillion as at 31 March 2024, which represented an increase of 34.3 per cent. from total assets of ₦9.7 trillion recorded as at 31 December 2023. Total liabilities were ₦11.0 trillion as at 31 March 2024, which represented an increase of 33.4 per cent. from total liabilities of ₦8.2 trillion recorded as at 31 December 2023. As at 31 March 2024, the GTCOPLC Group's pre-tax return on average equity was 115.3 per cent., its pre-tax return on average assets was 18.0 per cent. and its cost to income ratio was 16.3 per cent.

### **Key Factors Affecting the GTCOPLC Group's Results of Operations**

#### ***Economic conditions in Nigeria***

The majority of the GTCOPLC Group's assets and customers are located in Nigeria, and have businesses related to oil and gas, manufacturing, telecommunication, transportation, general commerce, real estate and construction sectors of Nigeria. As a result, the GTCOPLC Group's financial condition is substantially affected by Nigerian economic conditions.

In 2021 and 2022, the Nigerian GDP expanded by 3.6 per cent. and 3.3 per cent., respectively. Although, the Nigerian economy was showing weak growth prospects in the first half of 2023, as real GDP growth fell from 3.3 per cent. in 2022 to 2.4 per cent. year-on-year in the first quarter of 2023, the Nigerian GDP reflected real GDP growth of 3.46 per cent in the fourth quarter of 2023. (*source: the NBS*). The Nigerian economy is highly influenced by global oil prices and Nigeria's level of oil and gas production. For example, in the third quarter of 2023, the oil sector accounted for 5.48 per cent. of total real GDP, as compared to 5.66 per cent. in the third quarter of 2022. (*source: the NBS*). In addition, the oil sector plays a central role in Nigeria's economy, as it accounts for a substantial portion of its export earnings. In the third quarter of 2023, the oil sector accounted for 82.5 per cent. of export earnings and the value of crude oil exports in the third quarter of 2023 reflected an increase of 83.23 per cent. when compared to the same period in 2022. (*source: Q3-2023 Foreign Trade Statistics Report by the NBS*).

Oil production in Nigeria has also fluctuated in recent years. Nigeria reported oil production of 1.51 mbpd in the first quarter of 2023, which fell to 1.22 mbpd at the end of second quarter, which was below the 1.34 mbpd and 1.49 mbpd reported in the fourth quarter of 2022 and first quarter of 2021, respectively. According to the Nigerian National Bureau of Statistics, the quarterly contribution of the oil sector to Nigeria's GDP declined from 5.48 per cent. of total real GDP in the third quarter of 2023, as compared to 5.66 per cent. in the third quarter of 2022. (*source: the NBS*).

Given Nigeria's dependence on oil exports for foreign exchange earnings and government revenue, the country's gross foreign exchange reserves fell by 7.99 per cent. in the first half of 2023 according to the CBN, whilst the Naira depreciated against the U.S. Dollar by approximately 65 per cent. over the same period. The weakening of oil prices, continued instability in the foreign exchange market and the repatriation of investment by foreign portfolio investors, led to a considerable depreciation of Nigeria's gross foreign exchange reserves to U.S.\$34.1 billion as of 30 June 2023. The reduction in foreign exchange reserves consequently triggered speculative currency trading, which coupled with the reduction in oil prices, led to the devaluation of the Naira against the U.S. Dollar in 2023. In addition, Nigeria welcomed a new government on 29 May 2023, which implemented reforms such as the removal of subsidy on petrol and the reintroduction of the "willing buyer, willing seller" market model. Such policy reforms resulted in a 150 per cent. to 200 per cent. surge in fuel costs across the country while floating the Naira resulted in a sizeable currency weakening.

Dependence on oil makes the Nigerian economy vulnerable to oil price fluctuations, as many economic sectors in Nigeria depend on public spending, which in turn is significantly dependent on oil and gas revenues. Due to the significant link between the oil and gas sector and the performance of the Nigerian economy as a whole, many of the GTCOPLC Groups' clients in the manufacturing, construction and real estate sectors in Nigeria, in particular, may adversely be affected by the decrease in oil prices and declining oil production (as demand in these sectors is linked with the oil sector). These sectors, together with the oil and gas sector, account for a significant proportion of the GTCOPLC Group's business. The GTCOPLC Group's business, results of operations, financial condition and/or prospects are therefore exposed to the risk of a continued downturn in the oil and gas sector, and specifically to any continued weak oil production and oil prices. Consequently, the global oil industry impacts the Nigerian banking sector and the GTCOPLC Group at a macro level as Nigerian federal revenues and expenditures are tied to revenues from crude oil. Furthermore, the GTCOPLC Group's loan portfolio is highly concentrated in the oil and gas sector and as at 31 December 2023, 51.0 per cent. of the GTCOPLC Group's total gross loans and advances were to customers in the oil and gas sector.

These developments, particularly deterioration of global oil prices or oil supply in Nigeria, have affected, and may in the future affect the GTCOPLC Group's results of operations. See "*Risk Factors—Risks Related to the Jurisdictions in which the GTCOPLC Group Operates—The GTCOPLC Group's business is highly dependent on the health of the Nigerian economy*".

### ***Effect of exchange rate movements***

The GTCOPLC Group's functional and reporting currency is the Naira, which gives rise to translation risk with respect to assets and liabilities in foreign currencies. As at 31 December 2023, 54.4 per cent. of the GTCOPLC Group's financial assets at carrying amount and 48.9 per cent. of the GTCOPLC Group's financial liabilities at carrying amount, respectively, were denominated in foreign currencies, principally the U.S. dollar. The impact of the devaluation of the Naira against the USD between 31 December 2022 and 31 December 2023, resulted in an additional ₦2.4 trillion increase in the value of total assets and total liabilities, with loans and cash and cash equivalents accounting for ₦4.8 trillion (49.4 per cent.) on the asset side and deposit liabilities and other liabilities accounting for ₦8.0 trillion (82.6 per cent.) on the liability side. See "*Risk Factors—Risks Related to the Jurisdictions in which the GTCOPLC Group Operates— The GTCOPLC Group is subject to foreign exchange risk*".

The GTCOPLC Group's results are affected by changes in foreign exchange rates. Adverse movements in exchange rates could expose the GTCOPLC Group to foreign exchange risk primarily through its foreign currency-denominated loan and deposit portfolios, and through its activities as an intermediary in foreign exchange transactions between central and commercial banks, as well as customers. As at 31 December 2023, 42.5 per cent. of the GTCOPLC Group's loans and advances to customers were denominated in U.S. dollars. If there is a decline in value of the Naira against the U.S. dollar, loans and borrowings denominated in U.S. dollars will increase in size within the GTCOPLC Group's portfolio when the amounts are translated into Naira even though the actual U.S. dollar amount of the loan or borrowings may not have increased. If the Naira were to depreciate further, particularly against the U.S. dollar, it could cause loans and borrowings to show an additional increase although there is no actual organic growth. Furthermore, the GTCOPLC Group may experience material declines in asset quality following a Naira depreciation, reflecting decreased capacity of borrowers to meet their obligations under their loan agreements with the GTCOPLC Group. In recent months, the Naira has decreased in value in comparison to the U.S. dollar. For example, on 29 December 2023, the CBN's exchange rate was ₦899.89:U.S.\$1.00

and on 26 February 2024, the exchange rate was ₦1,662.85:U.S.\$1.00 (*source: CBN Exchange Rates by Currency*). See “*Important Currency Information—Exchange Controls*” for further information.

### ***Demand for the GTCOPLC Group’s products and services***

The GTCOPLC Group’s results of operations and financial position are affected by the demand for the GTCOPLC Group’s products, including through its banking and non-banking verticals. Demand for the GTCOPLC Group’s products and services depends on several factors, which include economic and political conditions in Nigeria and elsewhere in Africa, the GTCOPLC Group’s competitive environment and the GTCOPLC Group’s ability to take advantage of growth opportunities.

While the business for the GTCOPLC Group’s non-banking verticals is expanding, the GTCOPLC Group generates a significant majority of its revenue from its banking vertical. In particular, the GTCOPLC Group generates a significant portion of its income from interest income from loans and advances and investment securities. In addition, a significant portion of the GTCOPLC Group’s fee and commission income is associated with the volume of loans extended by the GTCOPLC Group. Demand for the GTCOPLC Group’s loans and other products, and the GTCOPLC Group’s ability to continue to create loans, affect the size of the GTCOPLC Group’s loan portfolio and, in turn, the GTCOPLC Group’s results of operations. Loans and advances to customers was ₦2.5 trillion for the year ended 31 December 2023, as compared to ₦1.9 trillion for the year ended 31 December 2022 and ₦1.8 trillion for the year ended 31 December 2021. The increase in loans and advances to customers from 31 December 2021 to 31 December 2023 was primarily due to the translation impact on (i) GTBank Nigeria’s foreign currency loans and (ii) the consolidation of the figures of the Banking Subsidiaries. Furthermore, this growth has been driven in part by increased lending in the corporate-banking segment of the GTCOPLC Group. However, the GTCOPLC Group has total assets that incorporate a high proportion of loans and advances to corporate entities and other organisations. Loans and advances to retail customers comprised 7.6 per cent. of the GTCOPLC Group’s loans and advances to customers as of 31 December 2023, whilst loans and advances to corporate entities and other organisations constituted approximately 86.5 per cent of the GTCOPLC Group’s loans and advances to customers. As in the past, the GTCOPLC Group is focused on improving its loan book mix and as such, its business model is oriented toward maintaining a well-balanced loan portfolio with a mix of corporate, commercial and retail customers. The GTCOPLC Group believes that, as it develops its relationship with its corporate clients, it will be able, over time, to benefit from increased business along the value chain of these corporate clients, such as its suppliers, distributors, customers, employees and shareholders of such corporate clients.

As the GTCOPLC Group continues to expand its banking and non-banking businesses, it has also experienced a degree of competition from other financial service providers in Nigeria. This competition may continue in the future. Accordingly, any future growth in the GTCOPLC Group’s business, as in previous years, may continue to depend, amongst other things, on the macroeconomic and competitive environment in Nigeria and the ability of the GTCOPLC Group to increase its customer bases, as well as its ability to continue to develop specialised products and services to meet the financial needs of its customers within these segments.

### ***Competition***

The financial services industry in the jurisdictions in which the GTCOPLC Group operates has become increasingly competitive. In particular, the competitiveness with respect to the banking industry in Nigeria has resulted in exerting pressure on the loan rates chargeable by the GTCOPLC Group. As a result, the GTCOPLC Group has focused on efficiently managing interest on its deposits to maintain its net interest margin level.

However, the GTCOPLC Group’s net interest margin continues to be susceptible to, and is negatively affected by, increased competitive pressure. The GTCOPLC Group’s net interest margin was 7.9 per cent. for the year ended 31 December 2023, 6.7 per cent. for the year ended 31 December 2022 and 6.7 per cent. for the year ended 31 December 2021.

In October 2018, the CBN issued licences to companies such as pension funds, oil traders, microfinance banks, microlenders and telecommunications companies, to facilitate high-volume low-value transactions in remittance services, micro-savings and withdrawal services. Separately, several venture capital-backed mobile payments start-ups have entered the market, as evident from the approvals issued by the CBN for payment service bank licences in respect of three new players—Hope PSB (a subsidiary of Unified

Payment Services Limited), Globacom’s Money Master and 9Mobile’s 9PSB, which may cause competition to HabariPay. The GTCOPLC Group believes that the introduction of these financial service providers into the market, as well as the general trend toward consolidation in the Nigerian banking sector (e.g., the merger between Access Bank and Diamond Bank in 2019 (which resulted in Access Bank becoming the largest Nigerian bank by assets and deposits)), may further increase competition as larger banks and financial services providers seek to take advantage of economies of scale and greater capacity to undertake larger loans and other operations. See “*Business Description of the GTCOPLC Group—Market Position and Competition*” and “*Risk Factors—Risks related to the GTCOPLC Group’s Business and Business Segments—The GTCOPLC Group faces significant and increasing competition in the rapidly evolving financial services, payments and payment technology industries*”.

The GTCOPLC Group expects the Nigerian corporate and commercial banking market and the banking markets outside of Nigeria in which the GTCOPLC Group operates, as well as the wealth management and pension fund management markets to become even more competitive, which may have an adverse impact on the GTCOPLC Group’s profitability.

### ***Interest rate environment and funding***

One of the most significant factors affecting the GTCOPLC Group’s profitability is the level of, and fluctuations in, interest rates in Nigeria over time, which in turn (along with the volume of loans and deposits) influences the interest income generated by the GTCOPLC Group’s assets (primarily loans and advances to customers) and the interest expense associated with its liabilities (primarily deposits). Due to the fact that the GTCOPLC Group’s funding base is predominantly made up of deposits from customers, which tend to have relatively low interest rates, increases in interest rates have historically tended to increase the GTCOPLC Group’s net interest margin as its lending rates reprice in line with market fluctuations whereas decreases in interest rates, to an extent, have tended to have a negative impact on net interest margins. Movements in short- and long-term interest rates could also affect the GTCOPLC Group’s level of gains and losses on its investment and trading portfolio.

Effective 1 August 2022, the CBN revised upwards the interest rate on savings account to a minimum rate equal to 30 per cent., from 10 per cent. The MPR of 26.25 per cent. as of May 2024, translates to a minimum of 7.875 per cent. per annum., though this minimum rate is inapplicable in the case of accounts which exceed the monthly withdrawal limit, as is the case with most of the GTCOPLC Group’s accounts. The current MPR is higher than its historic levels and, historically, a higher MPR has resulted in increasing pressure on the GTCOPLC Group’s net interest margins.

The GTCOPLC Group generates the majority of its interest income from loans and advances to customers. The GTCOPLC Group’s net interest income was ₦(436.7) billion for the year ended 31 December 2023, as compared to ₦(259.3) billion for the year ended 31 December 2022 and ₦(220.6) billion for the year ended 31 December 2021. The average interest rate on the GTCOPLC Group’s loans and advances to customers was 13.2 per cent. for the year ended 31 December 2023, 11.8 per cent. for the year ended 31 December 2022 and 10.5 per cent. for the year ended 31 December 2021.

The GTCOPLC Group also generates a significant amount of interest income from its fixed-income securities, which represented 33.1 per cent. of total interest income for the year ended 31 December 2023. The average interest rate on the GTCOPLC Group’s fixed-income securities was 7.5 per cent. in the year ended 31 December 2023.

The average interest rate on the GTCOPLC Group’s interest-bearing liabilities was 1.4 per cent. during the year ended 31 December 2023, 1.2 per cent. for the year ended 31 December 2022 and 0.9 per cent. for the year ended 31 December 2021. As a result, the GTCOPLC Group’s net interest income amounted to ₦436.7 billion, ₦259.3 billion and ₦220.6 billion for the years ended 31 December 2023, 31 December 2022 and 31 December 2021, respectively.

### ***Nigeria’s regulatory environment, in particular the banking regulatory regime<sup>6</sup>***

The GTCOPLC Group’s results of operations and financial position are affected by the regulatory regimes, in particular the banking regulatory regimes of the jurisdictions in which it operates. CBN regulations affecting reserve requirements and/or market liquidity have affected the GTCOPLC Group’s banking

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<sup>6</sup> Note to Draft: Under review.

operations and since 2017, the GTCOPLC Group has been subject to increasingly complex policy interventions by the CBN aimed at stabilising foreign currency and market liquidity and encouraging foreign investment.

In Nigeria, GTBank Nigeria is a D-SIB and is thus required to maintain a minimum capital adequacy ratio of 15 per cent. (in contrast to 10 per cent. for other national and regional banks) and no more than 33.3 per cent. of its qualifying Tier 1 capital can be constituted by Tier 2 capital. In addition, CBN requires D-SIBs (including GTBank Nigeria) to set aside an additional 1 per cent. of capital as higher loss absorbency charge. As a result, GTBank Nigeria is required to maintain a minimum capital adequacy ratio of 16 per cent. as of the date of this Shelf Prospectus. However, the CBN has proposed increases to D-SIBs' minimum liquidity ratio (which is currently set at 30 per cent.) and capital adequacy ratio in order to implement the Basel III regime in Nigeria.

Furthermore, the GTCOPLC Group must comply with the CRR, which is the minimum amount of Naira deposits from customers that the CBN requires commercial banks to hold as reserves in the form of cash or deposits with the CBN. In September 2015, the CRR was reduced from an all-time high of 31 per cent. to 25 per cent. This was further revised downwards to 20 per cent. in November 2015, and raised to 22.5 in March 2016. The CRR remained at this level until 24 January 2020, when the Monetary Policy Committee of the CBN voted to increase the CRR to 27.5 per cent. in order to address the rising rate of inflation in the last four months of 2019. This was raised to 32.5 per cent in September 2022 and further revised upwards to 45 per cent. in February 2024. The immediate impact of the increase in the CRR was reduced liquidity in the Nigerian banking sector generally. In May 2024, the CBN retained the CRR at 45.0 per cent. Increases in the CRR tend to decrease the GTCOPLC Group's lending levels and increase the amount of restricted cash on its balance sheet whilst also affecting the liquidity of the Nigerian banking sector generally, thus potentially adversely affecting the GTCOPLC Group's results of operations. Furthermore, the GTCOPLC Group is also affected by increases in the CRR because it is a net depositor of funds in the industry, meaning it usually places its excess liquidity with other Nigerian banks at a premium above the treasury bills rate.

Further, a regulatory change contributing to the pressure on net interest margin is the retention of the CBN's CRR at 45 per cent. in May 2024. The retention of the CRR and the corresponding debits by the CBN have adversely affected the number of deposits generated by GTBank Nigeria, which in turn has had an impact on GTBank Nigeria's liquidity and lending capacity.

On 20 December 2019, the CBN published a Revised Guide to Bank Charges, which took effect on 1 January 2020. The Revised Guide to Bank Charges provides that Nigerian savings accounts must earn interest at a minimum rate of 30 per cent. of the MPR per annum. Subsequently, on 1 September 2020, the CBN issued a letter to all banks revising the interest rate on savings account downwards to a minimum rate of 10 per cent. of the prevailing MPR per annum. The minimum interest rate on savings account was subsequently revised back to 30 per cent. of the MPR per annum, with effect from 1 August 2022. The MPR of 26.25 per cent. as of May 2024, translates to a minimum of 7.875 per cent. per annum. However, the minimum rate ceases to be applicable on any savings account from which more than four withdrawals have been made in a month. In Nigeria, most savings account holders exceed the monthly withdrawal limit and thus the GTCOPLC Group is not obligated to pay a minimum interest rate most months for most of its savings' accounts.

In addition, the GTCOPLC Group is required to contribute to a sinking fund to cover any net deficits incurred by AMCON. In the wake of the global financial crisis, AMCON was established as a stabilising tool to revive the financial system by resolving the NPLs of banks operating in Nigeria. As at 31 December 2022, AMCON's outstanding debt to the CBN totalled ₦4.090 trillion. In 2015, the CBN amended its definition of "total assets" to include off-balance sheet items. However, AMCON continued to erroneously apply a definition of "total assets" that excluded off-balance sheet items, leading to an assessment that banks across the Nigerian banking sector had underpaid their contributions in 2016 and 2017. In 2018, the CBN notified the banks of the resultant shortfall for those years. Accordingly, an additional charge of 0.5 per cent. of each bank's off-balance sheet liabilities was imposed. The GTCOPLC Group has had to make provisions for this payment and amortise it over five years between 2019 and 2023, leading to an increase in regulatory cost during the periods under review. However, any further increase in such charge would have a negative impact on the GTCOPLC Group's profitability. See "*Risk Factors—Risks Related to Regulatory Matters—The GTCOPLC Group operates in an uncertain regulatory environment and changes to the regulatory environment may have a material adverse effect on the GTCOPLC Group*".

### ***Impact of non-performing loans and the overall quality of the GTCOPLC Group’s risk assets***

The GTCOPLC Group’s NPLs as a percentage of total loans was 4.2 per cent. as at 31 December 2023, 5.2 per cent. as at 31 December 2022 and 6.0 per cent. as at 31 December 2021. Moreover, the GTCOPLC Group’s impairment allowance for NPLs decreased from ₦57.5 billion in 2021 to ₦54.9 billion in 2022 before increasing to ₦63.5 billion in 2023. The increase in NPL levels recorded in 2023 largely reflected the weakened macroeconomic environment as a result of the decrease in oil prices and the devaluation of the Naira. See “*Description of the GTCOPLC Group—Risk Management—Credit Risk*”.

NPLs directly impact the capital and profitability of the GTCOPLC Group by impairing the value of its balance sheet assets. As in the past, the GTCOPLC Group aims to improve its overall asset quality year-on-year and measure the quality of its risk assets through an assessment of NPL ratio, the ratio of loan loss expenses to total loan revenue and the ratio of loan loss provision to gross NPLs. The GTCOPLC Group follows a prudent credit risk approach whilst managing its asset quality, which is underpinned by strong underwriting standards. The GTCOPLC Group aims to selectively grow its loan portfolio by observing a prudent risk appetite (supported by its risk management systems) and taking advantage of lending opportunities in its operational segments (mainly corporate, retail and commercial sub segments) whilst maintaining rigorous credit standards. The GTCOPLC Group plans to maintain this approach, which is embedded throughout the GTCOPLC Group, to help support further growth.

### ***Levels of deposits***

Similar to other banks in Nigeria, the GTCOPLC Group has historically relied heavily on deposits to meet its funding needs, largely due to their low cost and available supply. The GTCOPLC Group is required to pay interest on its savings accounts at a CBN mandated rate of 26.25 per cent. of the MPR, or 2.625 per cent., as at the date of this Shelf Prospectus. This requirement is subject to a monthly withdrawal limit, however, above which the GTCOPLC Group is no longer required to pay the minimum rate. Nigerian companies and individuals withdraw their deposits on a frequent basis and as a result, this requirement has not had a significant impact on the GTCOPLC Group’s interest expense. The GTCOPLC Group’s deposits from customers increased by ₦2.9 trillion, or 65.2 per cent., to ₦7.4 trillion as at 31 December 2023 from ₦4.5 trillion as at 31 December 2022. Deposits from customers increased by ₦472.8 billion, or 11.8 per cent. to ₦4.5 trillion as at 31 December 2022 from ₦4.0 trillion as at 31 December 2021. For the years ended 31 December 2023, 31 December 2022 and 31 December 2021, the average interest rate paid by the GTCOPLC Group on its average balance of customer deposits was 1.4 per cent., 1.2 per cent. and 0.8 per cent., respectively.

Nigerian companies usually withdraw their deposits on a frequent basis and are not typically in a position to place significant funds in deposits on a long-term basis. Whilst frequent withdrawals from savings accounts tend to reduce interest expense (by disqualifying the account from mandatory minimum interest payments), decreases in corporate deposits generally and/or unexpected withdrawals of retail deposits can increase the GTCOPLC Group’s costs of funding when other sources of funding are not available on commercially reasonable terms or in time to meet the GTCOPLC Group’s funding requirements. In addition, the CBN requires Nigerian banks to maintain a 30.0 per cent. minimum liquidity ratio, which is the ratio of net liquid assets (defined as cash, money market placements, unrestricted balances with CBN and marketable government securities) to local currency deposits from customers, to meet short-term liquidity needs. This requirement results in certain constraints on the GTCOPLC Group’s ability to lend, which in turn affects the size and growth of its loan portfolio. As at 31 December 2023, the GTCOPLC Group’s liquidity ratio was 31.1 per cent., which was above the CBN’s minimum requirements.

During the period under review, there has been an increase in the competition amongst Nigerian banks for customers’ deposits, particularly savings and current account deposits, as these accounts bear a lower rate of interest compared to term deposits. The GTCOPLC Group expects its interest expense on customer deposits to rise in future periods due to the expected growth in deposits as part of its strategic intent and, to some extent, based on the effect of increasing competitive pressure on its average rates of interest offered. See “*—Competition*”.

## **Operating Results and Financial Condition for the Three Months Ended 31 March 2024 and 31 March 2023**

### ***Interest Income Calculated Using the Effective Interest Method***

The GTCOPLC Group's interest income calculated using the effective interest method was ₦273.3 billion for the three months ended 31 March 2024 compared to ₦96.6 billion for the three months ended 31 March 2023, an increase of ₦176.7 billion, or 183.0 per cent. This increase in interest income calculated using the effective interest method was primarily attributable to overall growth in the GTCOPLC Group's average earning-asset volumes, complemented by the increase in yields generated from earning assets across the jurisdictions in which the GTCOPLC Group operates to 11.2 per cent. for the three months ended 31 March 2024 from 9.9 per cent. for the three months period ended 31 March 2023.

### ***Interest Expense***

The GTCOPLC Group's interest expense was ₦54.4 billion for the three months ended 31 March 2024 compared to ₦21.9 billion for the three months ended 31 March 2023, an increase of ₦32.4 billion, or 147.9 per cent. This increase was primarily attributable to growth in the average volume of interest-bearing liabilities in addition to a progressive increase in MPR on which interest paid on savings deposit is indexed, translating to a cost of funds of 1.2 per cent. for the three months ended 31 March 2024.

### ***Loan Impairment Charges***

The GTCOPLC Group's loan impairment charges on loans and advances was ₦13.5 billion for the three months ended 31 March 2024 compared to ₦3.4 billion for the three months ended 31 March 2023, an increase of ₦10.0 billion, or 291.8 per cent. This additional impairment was primarily attributable to heightened risk due to worsening macro-economic variables, which drove impairment output from the Expected Credit Loss (ECL) model.

### ***Fee and Commission Income***

The GTCOPLC Group's fee and commission income amounted to ₦56.0 billion for the three months ended 31 March 2024 compared to ₦32.4 billion for the three months ended 31 March 2023, an increase of ₦23.6 billion, or 72.7 per cent. This increase was primarily attributable to an increase in transactional volumes, translating to (i) a ₦5.3 billion increase in transfer related charges to ₦7.7 billion for the three months ended 31 March 2024 from ₦2.3 billion for the three months ended 31 March 2023, (ii) an increase in account maintenance fees to ₦9.4 billion for the three months ended 31 March 2024 from ₦5.5 billion for the three months ended 31 March 2023 and (iii) a ₦4.4 billion increase in credit-related fees to ₦8.3 billion for the three months ended 31 March 2024 from ₦3.9 billion for the three months ended 31 March 2023.

### ***Fee and Commission Expense***

The GTCOPLC Group's fee and commission expense amounted to ₦3.7 billion for the three months ended 31 March 2024 compared to ₦2.5 billion for the three months ended 31 March 2023, an increase of ₦1.2 billion, or 50.0 per cent. This increase was primarily attributable to partly due to increases in transactional volumes and increased costs arising from the translation of U.S. dollar expenses incurred on digital banking (i.e., MasterCard, Visa etc.) transactions and the correspondent bank charges.

### ***Net trading gains on financial instruments held at fair value through profit or loss***

Net trading gains on financial instruments held at fair value through profit or loss comprises the GTCOPLC Group's income from fixed income securities, treasury bills, and foreign exchange trading. Net trading gains on financial instruments held at fair value through profit or loss amounted to ₦17.8 billion for the three months ended 31 March 2024 compared to ₦10.6 billion for the three months ended 31 March 2023, an increase of ₦7.2 billion, or 67.4 per cent. This increase was primarily attributable to an increase earnings generated from global market activities (i.e., trading financial securities and executing financial transactions).

### ***Other Income***

The GTCOPLC Group's other income amounted to ₦325.0 billion for the three months ended 31 March 2024 compared to ₦11.0 billion for the three months ended 31 March 2023, an increase of ₦314.1 billion, or 2,866.7 per cent. This increase was primarily attributable to fair value gains arising from the GTCOPLC Group's net financial assets position as a result of exchange rate movement between 31 December 2023 and 31 March 2024. The Exchange rate moved from ₦907.11 to U.S.\$1.00 for the year ended 31 December 2023 to ₦1,309.39 to U.S.\$1.00 for the period ended 31 March 2024.

### ***Profit before Income Tax***

The GTCOPLC Group's profit before income tax amounted to ₦509.3 billion for the three months ended 31 March 2024 compared to ₦74.1 billion for the three months ended 31 March 2023, an increase of ₦435.3 billion, or 587.5 per cent. This increase was primarily attributable to a significant increase in other income generated in the three months ended 31 March 2024 complemented by growth in the GTCOPLC Group's funded income line.

## **Operating Results and Financial Condition for the Years Ended 31 December 2023, 31 December 2022 and 31 December 2021**

### ***Interest Income***

The GTCOPLC Group's interest income for the year ended 31 December 2023 was ₦550.8 billion compared to ₦325.4 billion for the year ended 31 December 2022, an increase of ₦225.4 billion, or 69.3 per cent. This increase in interest income was primarily attributable to overall growth in the GTCOPLC Group's average earning-asset volumes in addition to an increase in yields generated from earning assets to 9.88 per cent. in the year ended 31 December 2023 from 8.53 per cent. in the year ended 31 December 2022.

The GTCOPLC Group's interest income increased by ₦58.5 billion, or 21.9 per cent., to ₦325.4 billion for the year ended 31 December 2022 from ₦266.9 billion for the year ended 31 December 2021. The increase in interest income from 2021 to 2022 was primarily as a result of overall growth in the GTCOPLC Group's average earning-asset volumes in addition to an increase in yields generated from earning assets to 8.53 per cent. in the year ended 31 December 2022 from 8.05 per cent. in the year ended 31 December 2021.

### ***Interest Expense***

The GTCOPLC Group's interest expense was ₦114.1 billion for the year ended 31 December 2023 compared to ₦66.1 billion for the year ended 31 December 2022, an increase of ₦48.0 billion, or 72.6 per cent. This increase was primarily attributable to growth in the average volume of customer deposits in addition to an increase in the GTCOPLC Group's cost of funds to 1.4 per cent. in the year ended 31 December 2023 from 1.2 per cent. in the year ended 31 December 2022. This increase in the GTCOPLC Group's cost of funds was due to an increase in the costs of savings accounts as a result of an increase in the MPR, from 18.75 per cent. in the year ended 31 December 2023 in comparison to 16.5 per cent. in the year ended 31 December 2022, because interest paid on savings accounts is indexed to the MPR.

The GTCOPLC Group's interest expense increased by ₦19.8 billion, or 42.8 per cent., to ₦66.1 billion for the year ended 31 December 2022 from ₦46.3 billion for the year ended 31 December 2021. This increase was primarily attributable to an increase in the average volume of customer deposits during the year ended 31 December 2022 in addition to an increase in the GTCOPLC Group's cost of funds to 1.2 per cent. in the year ended 31 December 2022 from 0.8 per cent. in the year ended 31 December 2021. Rising inflation and an increase in the MPR by central banks in which the GTCOPLC Group operates contributed significantly to the increase in its cost profile.

### ***Loan Impairment Charges***

The GTCOPLC Group's loan impairment charges on loans and advances were ₦103.0 billion for the year ended 31 December 2023 compared to ₦12.0 billion for the year ended 31 December 2022, an increase of ₦91.0 billion, or 758.9 per cent. This increase was primarily due to the GTCOPLC Group's inclusion of a precautionary provision against the impact of unfavourable changes in macroeconomic variables on its



stage 2 facilities as permitted pursuant to IFRS 9. A facility is considered to be in Stage 2 when the facility experiences a significant increase in credit risk subsequent to origination but is not considered to be in default.

Loan impairment charges increased by ₦3.5 billion, or 0.1 per cent., to ₦12.0 billion for the year ended 31 December 2022 from ₦8.5 billion for the year ended 31 December 2021. This increase was primarily due to heightened risk as a result of worsening macroeconomic events, which drove impairment output from the predictive ECL impairment model.

### ***Fee and Commission Income***

The GTCOPLC Group's fee and commission income amounted to ₦124.2 billion for the year ended 31 December 2023 compared to ₦105.1 billion for the year ended 31 December 2022, amounting to an increase of ₦19.0 billion, or 18.1 per cent. The increase was primarily attributable to an increase in transactions across the GTCOPLC Group's banking and non-banking verticals, which resulted in (i) a ₦3.4 billion increase in transfer related charges to ₦9.4 billion in the year ended 31 December 2023 from ₦6.0 billion in the year ended 31 December 2022, (ii) an increase in account maintenance fees to ₦22.8 billion in the year ended 31 December 2023 from ₦19.3 billion in the year ended 31 December 2022 and (iii) an increase in electronic-business related income to ₦40.8 billion in the year ended 31 December 2023 from ₦37.7 billion in the year ended 31 December 2022.

The GTCOPLC Group's fee and commission income increased by ₦31.0 billion, or 41.9 per cent., to ₦105.1 billion for the year ended 31 December 2022 from ₦74.1 billion for the year ended 31 December 2021, primarily due to growth in its transactional volumes, which resulted in an increase in account maintenance charges to ₦19.3 billion in the year ended 31 December 2022 from ₦16.6 billion in the year ended 31 December 2021 and fees earned on the assets under management by GTPM and GTFM to ₦2.2 billion in the year ended 31 December 2022.

### ***Fee and Commission Expense***

The GTCOPLC Group's fee and commission expense increased by ₦1.6 billion, or 12.0 per cent. to ₦14.7 billion for the year ended 31 December 2023 from ₦13.2 billion for the year ended 31 December 2022. This increase was primarily due to an increase in transaction volumes and increased costs arising from translation of U.S. dollar expenses incurred on digital banking transactions and correspondent bank charges.

The GTCOPLC Group's fee and commission expense increased by ₦4.7 billion, or 55.3 per cent. to ₦13.2 billion for the year ended 31 December 2022 from ₦8.5 billion for the year ended 31 December 2021. The increase was primarily attributable to an increase in transaction volumes and increased costs arising from translation of U.S. dollar expenses incurred on digital banking transactions and correspondent bank charges.

### ***Net gains on financial instruments classified as held for trading***

Net gains on financial instruments classified as held for trading comprises the GTCOPLC Group's income from fixed income securities, treasury bills and foreign exchange trading. Net gains on financial instruments classified as held for trading increased by ₦21.9 billion, or 54.4 per cent., to ₦62.2 billion for the year ended 31 December 2023 from ₦40.3 billion for the year ended 31 December 2022. This increase was primarily due to increased earnings generated from global market activities.

Net gains on financial instruments classified as held for trading increased by ₦10.6 billion, or 35.9 per cent., to ₦40.3 billion for the year ended 31 December 2022 from ₦29.6 billion for the year ended 31 December 2021 largely as a result of an increase in earnings from dealing room operations.

### ***Other Income***

The GTCOPLC Group's other income increased by ₦380.9 billion, or 556.9 per cent., to ₦449.3 billion for the year ended 31 December 2023 from ₦68.4 billion for the year ended 31 December 2022. This increase largely resulted from foreign currency revaluation gains of ₦421.6 billion generated by GTBank Nigeria on its U.S.\$945 million long positions on financial instruments, as a result of the 96.6 per cent. devaluation of the Naira against the U.S. dollar to ₦907.1 to U.S.\$1.00 in the year ended 31 December 2023 from ₦461.5 to U.S.\$1.00 in the year ended 31 December 2022.

The GTCOPLC Group's other income decreased by ₦16.0 billion, or 19.0 per cent., from ₦68.4 billion in the year ended 31 December 2022 to ₦84.4 billion in the year ended 31 December 2021. This increase was primarily attributable to foreign currency revaluation gains of ₦34.5 billion and derivative gains of ₦14.7 billion. The foreign currency revaluation gains were a result of the devaluation of the Naira against the U.S. dollar to ₦461.5 to U.S.\$1.00 in the year ended 31 December 2022 from ₦435.0 to U.S.\$1.00 in the year ended 31 December 2021.

### ***Profit before Income Tax***

The GTCOPLC Group's profit before income tax increased by ₦395.2 billion, or 184.5 per cent., to ₦609.3 billion for the year ended 31 December 2023 from ₦214.2 billion for the year ended 31 December 2022. This increase was attributable to improved performance on the GTCOPLC Group's funded and non-funded income lines, which the GTCOPLC Group believes was a result of its ability to leverage its holding company structure, well-structured balance sheet, its foreign exchange liquidity and retail strategy.

The GTCOPLC Group's profit before income tax decreased by ₦7.3 billion, or 3.3 per cent, to ₦214.2 billion in the year ended 31 December 2022 from ₦221.5 billion in the year ended 31 December 2021. This decrease was primarily attributable to a ₦35.6 billion impairment charge, which GTBank Nigeria incurred as a result of its of U.S.\$364.9 million exposure to Ghanaian debt securities in the year ended 31 December 2022, which fully offset the GTCOPLC Group's positive performance with relation to its gross earnings.

### ***Total Assets***

The GTCOPLC Group's total assets increased by ₦3.2 trillion, or 50.3 per cent., to ₦9.7 trillion as of 31 December 2023 from ₦6.4 trillion as of 31 December 2022. The increase was primarily due to the ₦2.4 trillion impact from the devaluation of the Naira, in addition to normalised growth of ₦0.9 trillion, which primarily resulted from an increase in fixed-income securities, restricted deposits with the CBN and its cash and bank balances.

The GTCOPLC Group's total assets as at 31 December 2022 was ₦6.4 trillion, which was an 18.6 per cent. increase compared to ₦5.4 trillion as at 31 December 2021. The increase from was principally due to growth across all of the GTCOPLC Group's asset lines, including from inflows with relation to deposit liabilities and other liabilities.

### ***Total Liabilities***

The GTCOPLC Group's total liabilities increased by ₦2.7 trillion, or 48.9 per cent., to ₦8.2 trillion as at 31 December 2023 from ₦5.5 trillion as at 31 December 2022. This increase was primarily due to the growth in customer deposits for each of the Banking Subsidiaries during the year ended 31 December 2023. In addition, the GTCOPLC Group believes that the synergy created by the holding company structure was pivotal to enable the increase and retention of funds within the GTCOPLC Group.

The GTCOPLC Group's total liabilities as at 31 December 2022 was ₦5.5 trillion, which was a 21.1 per cent. increase compared to ₦4.6 trillion as at 31 December 2021. The increase was principally due to a growth in customer deposits to ₦4.5 trillion in the year ended 31 December 2022 from ₦4.0 trillion in the year ended 31 December 2021 as a result of an improved funding base driven by the synergy created through the Issuer's holding company structure in addition to a 6.1 per cent. year on year exchange rate movement in Nigeria (from the year ended 31 December 2021 closing exchange rate of ₦435 to U.S.\$1.00 to the year ended 31 December 2022 closing exchange rate of ₦461.5 to U.S.\$1.00)..

### ***Funding and liquidity***

Over the years, the management of assets and liabilities have allowed the GTCOPLC Group to maintain prudent levels of liquidity. Additionally, the CBN Prudential Guidelines require the GTCOPLC Group to maintain 30.0 per cent. of its deposits in liquid assets, which further boosts liquidity. See "*Business Description of the GTCOPLC Group–Risk Management–Liquidity Risks*" for further information on how the GTCOPLC Group manages its liquidity risk. In the periods under review, the liquidity ratio of the GTCOPLC Group was higher than the regulatory minimum requirement (i.e., 31.1 per cent. for the period ended 31 December 2023, 49.9 per cent. for the year ended 31 December 2022 and 38.3 per cent. for the year ended 31 December 2021).

The GTCOPLC Group’s funding needs arise primarily from the extension of loans and advances to customers. The funding policy of the GTCOPLC Group is to seek stable funding at a low cost, which provides the GTCOPLC Group with a competitive advantage in the Nigerian banking market to service its corporate and retail customers. As of 31 December 2023, the GTCOPLC Group’s funding base consisted primarily of demand, time and savings deposits. Deposits from customers accounted for 90.2 per cent. of the GTCOPLC Group’s liabilities, deposits from banks accounted for 1.7 per cent. of the GTCOPLC Group’s liabilities and other liabilities accounted for 6.0 per cent. of the GTCOPLC Group’s liabilities. Historically, the GTCOPLC Group’s long-term funding sources consisted primarily of equity and medium- to long- term borrowings from international financial institutions and multilateral agencies. See “—*Borrowed Funds*” below for more information on the GTCOPLC Group’s medium- to long- term funding sources.

The GTCOPLC Group’s principal source of funding are deposits from customers. The following table sets out the composition of the GTCOPLC Group’s deposits from customers as of the dates indicated.

	As of 31 December					
	2023	% of total	2022	% of total	2021	% of total
	<i>(Naira thousands, except %)</i>					
<b>Retail customers:</b>						
Term deposits .....	517,940,937	7.0	252,157,525	5.6	185,479,003	4.6
Current deposits.....	1,280,221,534	17.3	721,052,622	16.1	647,053,262	16.1
Savings deposits .....	2,120,455,235	28.6	1,437,056,768	32.0	1,211,207,857	30.2
<b>Corporate customers:</b>						
Term deposits .....	328,145,811	4.4	327,038,228	7.3	388,507,234	9.7
Current deposits.....	3,164,070,673	42.7	1,747,808,836	39.0	1,580,058,198	39.4
<b>Total deposits .....</b>	<b>7,410,834,190</b>	<b>100.0</b>	<b>4,485,113,979</b>	<b>100.0</b>	<b>4,012,305,554</b>	<b>100.0</b>

Deposits from customers increased by ₦2.9 trillion, or 65.2 per cent., to ₦7.4 trillion as at 31 December 2023 from ₦4.5 trillion as at 31 December 2022. Deposits from customers increased by ₦472.8 billion, or 11.8 per cent. to ₦4.5 trillion as at 31 December 2022 from ₦4.0 trillion as at 31 December 2021.

In addition to deposits, the GTCOPLC Group’s funding sources consist of other borrowed funds. Other borrowed funds decreased by ₦54.4 billion, or 43.0 per cent., to ₦72.1 billion as at 31 December 2023 from ₦126.5 billion as at 31 December 2022.

Other borrowed funds decreased by ₦27.4 billion, or 17.8 per cent. to ₦126.5 billion as at 31 December 2022 from ₦153.9 billion as at 31 December 2021. Please see “—*Borrowed Funds*” below for more information. Other liabilities, which consist of customers’ escrow balances, customers’ deposits for foreign trade and payables among other things, decreased by ₦231.6 billion, or 31.9 per cent., to ₦493.3 billion as at 31 December 2023 from ₦724.9 billion as at 31 December 2022. Other liabilities increased by ₦511.4 billion, or 213.1 per cent. to ₦724.9 billion as at 31 December 2022 from ₦213.5 billion as at 31 December 2021. The GTCOPLC Group is focused on maintaining a large deposit base originated from its customers. Deposits are expected to continue to form the core of the GTCOPLC Group’s funding profile in the future. However, there are external factors that might affect the GTCOPLC Group’s deposit base in the short to medium term, such as the increased availability of other investment opportunities for investors who currently hold deposits with the GTCOPLC Group. Moreover, Nigerian companies usually withdraw their deposits on a frequent basis and are not typically in a position to place significant funds within the banking sector on a long-term basis. See “*Risk Factors— Risks related to the GTCOPLC Group’s Business and Business Segments—The GTCOPLC Group relies on short-term deposits as a primary source of funding and is further exposed to liquidity risks due to maturity mismatches, which may result in the GTCOPLC Group being unable to meet its liabilities as they fall due*”.

### **Cash flow analysis**

The following table sets out details of the GTCOPLC Group’s cash and cash equivalents as of the dates indicated:

	As of 31 December		
	2023	2022	2021
	(Naira thousands)		
Net cash from operating activities	829,111,805	1,041,702,362	464,301,997
Net cash (used in)/from investing activities	(971,052,818)	(229,197,766)	(223,853,423)
Net cash used in financing activities	(160,238,185)	(121,022,252)	(54,292,813)
Net (decrease) increase in cash and cash equivalents	(302,179,198)	691,482,344	186,155,761
Cash and cash equivalents at beginning of the period	1,596,078,639	905,657,236	711,429,419
Effect of exchange rate changes on cash and cash equivalents	963,407,480	(1,060,941)	8,072,056
<b>Total cash and cash equivalents</b>	<b>2,257,306,921</b>	<b>1,596,078,639</b>	<b>905,657,236</b>

Cash and cash equivalents amounted to ₦2.3 trillion as at 31 December 2023, compared to ₦1.6 trillion as at 31 December 2022 and ₦905.7 billion as at 31 December 2021.

#### *Net cash from operating activities*

Net cash generated from operating activities for the year ended 31 December 2023 and 31 December 2022 was ₦829.1 billion and ₦1.0 trillion, respectively. The ₦212.6 billion, or 20.4 per cent., decrease in cash flow from operating activities was principally as a result of an increase in the GTCOPLC Group's funding for CRR during the relevant period, which was due to a change in the CRR rate by the CBN, to 32.5 per cent. in the year ended 31 December 2023 from 27.5 per cent. in September 2022, and an increase in its customer deposit liabilities. Net cash generated from operating activities increased by ₦577.4 billion, or 124.4 per cent., to ₦1.0 trillion for the year ended 31 December 2022 from ₦464.3 billion for the year ended 31 December 2021. This increase was primarily due to an increase in the GTCOPLC Group's funding for CRR during the relevant period as a result of an increase in customer deposits.

#### *Net cash (used in)/generated from investing activities*

Net cash (used in)/generated from investing activities for the years ended 31 December 2023 and 31 December 2022 was (₦971.1) billion and (₦229.2) billion, respectively. The (₦741.9) billion, or 323.7 per cent., increase in net cash flow used in investing activities was principally as a result of the increase in net purchase of investment securities (i.e., purchase less amount redeemed).

Net cash (used in)/generated from investing activities for the years ended 31 December 2022 and 31 December 2021 was (₦229.2) billion and (₦223.9) billion, respectively. The ₦5.3 million, or 2.4 per cent., increase in net cash flow used in investing activities was principally a result of a decrease in the purchase of property and equipment and right of use assets.

#### *Net cash (used in)/from financing activities*

Net cash (used in)/from financing activities for the year ended 31 December 2023 and 31 December 2022 was ₦(160.2) billion and ₦(121.0) billion, respectively. The ₦39.2 billion, or 32.4 per cent., increase in cash used by financing activities was principally a result of GTBank Nigeria's repayment of its obligations under the CBN's intervention scheme.

Net cash used in financing activities increased by ₦66.7 billion, or 122.9 per cent., to ₦121.0 billion for the year ended 31 December 2022 from ₦54.3 billion for the year ended 31 December 2021. The decrease was primarily due to repayment of long-term borrowings, which comprised all of GTBank Nigeria's borrowings and local borrowings under the CBN's intervention scheme.

#### ***Other Borrowed Funds***

The following table sets out details of the GTCOPLC Group's borrowed funds as of the dates indicated:

	As of 31 December		
	2023	2022	2021
		<i>(Naira thousands)</i>	
Due to BOI.....	4,624,108	11,120,233	17,001,727
Due to CACS.....	2,159,052	5,052,263	8,046,273
MSME Development Fund .....	846	1,743	6,726
Excess Crude Account-Secured Loans Funds .....	12,526,250	12,928,726	13,978,609
RSSF on lending .....	10,017,685	15,471,274	18,821,743
SANEF Intervention Fund.....	835,735	920,289	980,599
NESF Fund.....	170,107	586,129	910,975
Due to Anchor Borrower's Fund.....	40,397,274	78,424,163	66,827,611
Economic Recovery Fund .....	416,877	302,451	406,163
Due To P-Aads Loan.....	971,551	1,720,834	1,712,263
<b>Total .....</b>	<b>72,119,485</b>	<b>126,528,105</b>	<b>153,897,499</b>

During the last decade, the CBN introduced several specific initiatives to stimulate the economy by providing banks with low-cost Naira-denominated liquidity to on-lend at reduced interest rates to selected sectors and businesses. As of 31 December 2023, the GTCOPLC Group had an outstanding balance of ₦4.6 billion under the on-lending facility granted to GTBank Nigeria through the Small and Medium Enterprise Refinancing Restructuring Fund (**SMERRF**) and the Power and Airline Intervention Fund (**PAIF**) by the Bank of Industry. The SMERRF and PAIF are administered at an all-in interest rate /charge seven per cent. per annum payable on a quarterly basis. The Bank of Industry is entitled to one per cent. management fee payable quarterly by the GTCOPLC Group. The loans have a maximum life of 15 years and/or a working capital facility of one year with the provision for roll over subject to a maximum tenor of five years. The tenor of the facilities as at the end of the period ranged between five years to 13 years. The working capital facility was repriced from two per cent. to one per cent. while the loan was repriced from maximum rate of nine per cent. to five per cent. due to forbearance granted by the CBN as a result of COVID-19 pandemic.

The GTCOPLC Group also has access to the on-lending facility granted by the CBN in collaboration with the federal government of Nigeria under the Commercial Agricultural Credit Scheme (**CACS**). As at 31 December 2023, the GTCOPLC Group had an outstanding balance of ₦2.2 billion. The facilities are for a period of seven years and the GTCOPLC Group pays interest at a rate of two per cent. The facilities were repriced from two per cent. to one per cent. while the loan was repriced from maximum rate of nine per cent. to five per cent. due to forbearance granted by the CBN as a result of COVID-19 pandemic.

The GTCOPLC Group has access to the on-lending facility granted by the CBN targeted at the growth and development of the Micro, Small and Medium Scale sub sector of the economy (**MSMEs**) by providing single digit low interest rate funds. As at 31 December 2023, the GTCOPLC Group had an outstanding balance of ₦846,000. The facility is granted at an interest rate of two per cent. to the GTCOPLC Group. The maximum rate, inclusive of all charges, to the eligible MSMEs is nine per cent. per annum and the tenor of the facility ranges from one to three years depending on the type of enterprise. The facility was repriced from two per cent. to one per cent. while the loan was repriced from maximum rate of nine per cent. to five per cent. due to forbearance granted by the CBN as a result of COVID-19 pandemic.

As of 31 December 2023, the GTCOPLC Group had an outstanding balance of ₦12.5 billion on the concessionary loans granted by the CBN to the state governments of Nigeria for the execution of developmental and infrastructure projects. The facility is secured by the balance due to the state governments of Nigeria from the Excess Crude Account and has a tenor of 20 years. The facility is priced at two per cent. per annum payable on a monthly basis and the loan is granted by the GTCOPLC Group to the state governments of Nigeria at nine per cent. per annum inclusive of all charges. The facility was repriced from two per cent. to one per cent. while the loan was repriced from maximum rate of nine per cent. to five per cent. due to forbearance granted by the CBN as a result of COVID-19 pandemic.

As of 31 December 2023, the GTCOPLC Group had an outstanding balance of ₦10.0 billion on funds borrowed under the Real Sector Support Facility (**RSSF**). The RSSF is an on-lending facility is given by the CBN to support large enterprises for startups and expansion financing needs targeted at enterprises in the manufacturing, agricultural value -chain and selected service sub-sectors. The facility is administered at an all-in interest rate/charge of nine per cent. per annum payable on quarterly basis. The facility was

repriced from two per cent. to one per cent. while the loan was repriced from maximum rate of nine per cent. to five per cent. due to forbearance granted by the CBN as a result of COVID-19 pandemic.

As of 31 December 2023, the GTCOPLC Group had an outstanding balance of ₦835.7 million under SANEF. SANEF provides ten-year loans to CBN-licenced and prequalified mobile money and super-agent operators, with the ultimate purpose of deepening financial inclusion in the country. The facility is for a tenor of 10 years inclusive of a two-year moratorium on principal and one-year moratorium on interest. The facility is disbursed at a single digit, all-inclusive interest rate of five per cent. per annum. The facility was repriced from two per cent. to one per cent. while the loan was repriced from maximum rate of nine per cent. to five per cent. due to forbearance granted by the CBN as a result of COVID-19 pandemic.

As of 31 December 2023, the GTCOPLC Group had an outstanding balance of ₦170.1 million under the Non-Oil Export Stimulation Facility (NESF), an on-lending facility established with the purpose of developing the non-oil export sector of the Nigerian economy. The facility is granted at an all-inclusive interest rate of nine per cent. per annum payable on a quarterly basis. Funds borrowed under the facility have a maturity of up to 10 years, not exceeding 31 December 2027, with the principal amount repayable quarterly over the lifetime of the loan. The facility was repriced from two per cent. to one per cent. while the loan was repriced from maximum rate of nine per cent. to five per cent. due to forbearance granted by the CBN as a result of COVID-19 pandemic.

As of 31 December 2023, the GTCOPLC Group had an outstanding balance of ₦40.4 billion under the Due to Anchor Borrowers' Fund , an on-lending facility intended to create economic linkages between small holder farmers and reputable anchor companies involved in the production and processing of key agricultural commodities with a view to increase agricultural output, reduce food import bills and create jobs. The tenor of the facility depends on the gestation period of the targeted commodity but not exceeding two years. The facility is disbursed at an all-inclusive interest rate of nine per cent. The facility was repriced from two per cent. to one per cent. while the loan was repriced from maximum rate of nine per cent. to five per cent. due to forbearance granted by the CBN as a result of COVID-19 pandemic.

As of 31 December 2023, the GTCOPLC Group has an outstanding balance of ₦416.9 million under the Economic Recovery Fund, an on-lending facility introduced by the Government of Rwanda with the objective of supporting the recovery of businesses in sectors that were adversely affected impacted by COVID19, to enable them to survive, resume operations and safeguard employment as well as expand domestic production of essential goods.

### ***Capitalisation and indebtedness***

The following table sets out the consolidated capitalisation and indebtedness of the GTCOPLC Group as of 31 December 2023, on historical basis. Prospective investors should read this table together with the Financial Statements.

	As of 31 December 2023
	<i>(Naira thousands)</i>
<b>Liabilities:</b>	
Deposits from banks.....	136,053,409
Deposits from customers.....	7,410,834,190
Financial liabilities at fair value through profit or loss.....	809,342
Derivative financial liabilities.....	-
Other liabilities.....	493,325,925
Current income tax liabilities.....	41,303,351
Other borrowed funds.....	72,119,485
Deferred tax liabilities.....	59,680,905
<b>Total liabilities</b> .....	<b>8,214,126,607</b>
<b>Equity:</b>	
Share capital.....	14,715,590
Share premium.....	123,471,114
Treasury shares.....	(8,125,998)
Retained earnings.....	580,033,938
Other components of equity.....	737,547,106
<b>Capital and reserves attributable to equity holders of the parent entity</b> .....	<b>1,447,641,750</b>
Non-controlling interests in equity.....	29,486,321
<b>Total equity</b> .....	<b>1,477,128,071</b>
<b>Total equity and liabilities</b> .....	<b>9,691,254,678</b>

Except as described in “—Recent Developments”, “—Key Factors affecting Results of Operations” and “—Significant recent trends affecting the GTCOPLC Group”, there has been no material change in the GTCOPLC Group’s consolidated capitalisation and indebtedness since 31 December 2023.

#### *Off-balance sheet arrangements*

In the normal course of its activity, the GTCOPLC Group enters into certain financial instruments with off-balance sheet risk in order to meet the needs of its customers. These instruments, which include guarantees and performance bonds, letters of credit, commercial paper and bankers acceptances, involve varying degrees of credit risk and are not reflected in the balance sheet of the GTCOPLC Group. As of 31 December 2023, the GTCOPLC Group had outstanding transactions related to bonds and guarantees totalling ₦623.9 billion, clean line facilities and letters of credit totalling ₦19.4 billion and other commitments totalling ₦16.9 billion.

The following table set forth the changes in the off-balance sheet arrangements for the periods indicated:

	31 December			Change between 31 December 2023 and 31 December 2022	Change between 31 December 2022 and 31 December 2021
	2023	2022	2021		
	<i>(Naira thousands)</i>			<i>(%)</i>	
Financial Guarantees.....	623,937,083	334,000,498	361,977,858	86.8	(7.7)
Other contingents.....	36,357,312	60,551,047	70,841,704	(40.0)	(14.5)
<b>Total</b> .....	<b>660,294,395</b>	<b>394,551,545</b>	<b>432,819,562</b>	<b>67.4</b>	<b>(8.8)</b>

The GTCOPLC Group’s total off-balance sheet assets were ₦660.3 billion as at 31 December 2023, ₦394.6 billion as at 31 December 2022 and ₦432.8 billion as at 31 December 2021. The GTCOPLC Group’s maximum exposure to credit losses for off-balance sheet arrangements is reflected in the contractual amounts of these transactions.

In line with IFRS 9, the GTCOPLC Group assesses its off-balance sheet assets and liabilities for impairment and recognises appropriate provisions. It does this using the Credit Conversion Factor, which

is a modelled parameter that converts an off-balance sheet exposure to its credit exposure equivalent before applying the ECL impairment model to determine the forward-looking impairment.

### ***Contingencies and Contractual commitments***

The following table sets out the commitments and contingent liabilities of the GTCOPLC Group in Naira, by contractual maturity, as of 31 December 2023.

	<u>Carrying Amount</u>	<u>Less than three months<sup>(1)</sup></u>	<u>Three to six months</u>	<u>Six to twelve months</u>	<u>One to five years</u>	<u>More than five years</u>
	<i>(Naira thousands)</i>					
Transaction related bonds and guarantees.....	623,937,083	231,332,230	36,614,302	54,931,037	65,696,974	235,362,540
Clean line facilities and letters of credit .....	19,416,461	13,806,112	1,174,549	3,017,820	1,417,980	-
Other commitments .....	16,940,851	16,940,851	-	-	-	-
<b>Total .....</b>	<b><u>660,294,395</u></b>	<b><u>262,079,193</u></b>	<b><u>37,788,851</u></b>	<b><u>57,948,857</u></b>	<b><u>67,114,954</u></b>	<b><u>235,362,540</u></b>

(1) Includes balances with no specific contractual maturities.

The GTCOPLC Group uses the same credit control and management policies in undertaking off-balance sheet commitments as it does for on-balance sheet operations.

### **Critical accounting policies and estimates**

Critical accounting policies are those policies that require the application of the GTCOPLC Group management's most challenging, subjective or complex judgements, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in a subsequent period. Critical accounting policies involve judgements and uncertainties that are sufficiently sensitive to result in materially different results under different assumptions and conditions. For detailed information on the critical accounting policies that are used for the preparation of the GTCOPLC Group's Financial Statements, see Note 6 of 2023 Financial Statements, 2022 Financial Statements and 2021 Financial Statements, incorporated into this Shelf Prospectus by reference as set forth in Part III "*Documents Incorporated by Reference*".

### **Changes to Accounting Standards**

The accounting standards adopted by the GTCOPLC Group are consistent with those of the previous financial period. Amendments to the following standard(s) became effective in the annual period starting from 1 January 2023. The new reporting requirements as a result of the amendments and/or clarifications have been evaluated and their impact or otherwise are noted below:

#### ***IFRS 17–Insurance Contracts***

The IASB issued IFRS 17 in May 2017 and applies to annual reporting periods beginning on or after 1 January 2023. The new IFRS 17 standard establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard.

The objective of IFRS 17 is to ensure an entity provides relevant information that faithfully represents those contracts. This information gives a basis for users of financial statements to assess the effect that insurance contracts have on the entity's financial position, financial performance and cash flows. This standard does not impact the GTCOPLC Group in anyway as the GTCOPLC Group does not engage in insurance business.

#### ***Amendments to IAS 8–Definition of Accounting Estimates***

The amended standard clarifies that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the



correction of prior period errors. The previous definition of a change in accounting estimate specified that changes in accounting estimates may result from new information or new developments. Therefore, such changes are not corrections of errors. This aspect of the definition was retained by the GTCOPLC Group. The amendment does not have any material impact on the GTCOPLC Group.

#### ***Amendments to IAS 12–Deferred Tax related to Assets and Liabilities arising from a Single Transaction***

The amendments clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognised in the financial statements (and interest expense) or to the related asset component (and interest expense). This judgement is important in determining whether any temporary differences exist on initial recognition of the asset and liability.

Under the amendments, the initial recognition exception does not apply to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. It only applies if the recognition of a lease asset and lease liability (or decommissioning liability and decommissioning asset component) give rise to taxable and deductible temporary differences that are not equal. Nevertheless, it is possible that the resulting deferred tax assets and liabilities are not equal (e.g., if the entity is unable to benefit from the tax deductions or if different tax rates apply to the taxable and deductible temporary differences). In such cases, which the GTCOPLC Group expects to occur infrequently, an entity would need to account for the difference between the deferred tax asset and liability in profit or loss. The amendment does not have any material impact on the GTCOPLC Group.

#### ***Amendments to IAS 1 and IFRS Practice Statement 2 - Disclosure of Accounting Policies***

In February 2021, the Board issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures.

The amendments aim to help entities provide accounting policy disclosures that are more useful by:

- Replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies.
- Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosure.

The amendment is not expected to have any material impact on the GTCOPLC Group.

## PART XIII: REGULATORY OVERVIEW OF THE ISSUER AND THE OPERATING ENTITIES

### Legal and Regulatory Framework of the Issuer and its Nigerian-domiciled Operating Entities

#### Overview

Prior to the introduction of the *Regulation on the Scope of Banking Activities and Ancillary Matters* (the **Regulation**) by the CBN in October 2010, the Universal Banking Guidelines (the **Guidelines**) permitted banks to diversify into non-banking financial businesses.

Pursuant to the repeal of the Guidelines and replacement by the Regulation, a new licensing regime to carry on banking business in Nigeria was introduced to ensure the protection of depositors' funds by ring-fencing banking from non-banking business, among other key objectives.

The licensing regime as at the date of this Shelf Prospectus as follows:

License Type	Scope
Commercial Banking	Regional, National, and International Authorisation
Merchant Banking	Investment Banking;
Specialised Banking	Microfinance Banking;
	Mortgage Banking;
	Non-interest Banking (Regional and National); and
	Development Finance Institutions.

The Regulation effectively required banks to divest from all non-banking businesses or to adopt a FHC structure. Consequently, as at the date of this Shelf Prospectus, in addition to the Issuer, there are six other FHCs, namely Access Holdings Plc, FBN Holdings Plc, FCMB Group Plc, FSDH Holding Company Limited, Stanbic IBTC Holdings Plc and Sterling Financial Holding Company Plc.

The Issuer and its four Nigeria-domiciled Operating Entities conduct activities under the following legislation and regulations:

Regulated Entities	Licence/Authorisation	Legislation	Regulator /SRO
GTCOPLC	Public Company	CAMA, ISA	CAC, SEC
	Financial Holding Company	BOFIA	CBN
	Listed Issuer	ISA, FSMA	NGX, FCA, LSE
GTBank Nigeria	Commercial Bank	BOFIA	CBN
GTFM	Fund/Portfolio Manager	ISA	SEC
GTPM	Pension Fund Administrator	PRA	PENCOM
HabariPay	Payment Switch and Processing Operator	BOFIA	CBN

#### CAMA

CAMA establishes the CAC, which has regulatory oversight over every registered company in Nigeria, including banks and other financial institutions. To operate and carry on business in Nigeria, the company through which the business will be executed must be duly incorporated under CAMA.

CAMA applies to the Issuer and the Nigeria-domiciled Operating Entities being duly incorporated companies under Nigerian law. Under CAMA, each entity is required to adhere to regulations related to incorporation, corporate governance, financial reporting, and other relevant provisions.

As a holding company, the Issuer is required to oversee the activities of its Subsidiaries, ensuring compliance with CAMA and other applicable regulations issued by CAC, including but not limited to the maintenance of proper records, holding of general meetings, and fulfilling reporting requirements. Each Nigeria-domiciled Operating Entities is required to comply with CAMA's provisions specific to their

operations, such as fund management, pension administration, and payment services, respectively. Compliance with CAMA fosters transparency, accountability, and legal protection for both the companies and their stakeholders.

The following are the CAMA requirements that the Issuer and the Nigeria-domiciled Operating Entities are required to comply with:

1. **Statutory Books:** CAMA requires every company to maintain and keep certain statutory books as follows:
  - Register of Members
  - Minutes Books
  - Register of Debenture Holders
  - Register of Charges
  - Register of Directors' Shareholding
  - Register of Directors
2. **Meetings:** Companies are required to hold general meetings yearly in addition to any other yearly meetings to be held. Each annual general meeting shall be held within 15 months from the date of the last annual general meeting.
3. **Annual Returns:** Pursuant to Section 417 of the CAMA, companies are required to make and deliver to the CAC its annual returns within 42 days after the annual general meeting of the company.

### ***The NDPA***

The NDPA is the legal framework responsible for the protection of personal data of Nigerian data subjects. The NDPA also establishes the legal framework for the regulation of personal data in Nigeria and replaces the Nigerian Data Protection Regulations 2019 (**NDPR**) and the NDPR Implementation Framework 2019 as the primary legislation on data protection in Nigeria. However, further to the NDPA, all orders, rules, regulations and authorisations in effect before its enactment continue to be in effect until such orders, rules, regulations and authorisations expire, or are repealed or replaced.

The NDPA is centred on data controllers and data processors engaged in the processing of personal data of subjects within Nigeria and applies to entities domiciled, resident, or operating within Nigeria. The NDPA also covers data controllers or data processors outside Nigeria who process personal data of Nigerian data subjects. The Subsidiaries are engaged in operations, which involve controlling and processing the financial data of customers, and therefore fall under the jurisdiction of NDPA as it relates to the protection of such data in order to safeguard the privacy and rights of the data subjects.

Under the NDPA, companies are required to implement appropriate technical and organisational measures to protect personal data from unauthorised access, disclosure, alteration, or destruction. The NDPA provides several options regarding the lawful basis for data processing, including consent, contract performance, legal compliance, protection of vital interests, public interest and, notably, legitimate interest which is a newly introduced legal basis for processing data.

Additionally, the NDPA mandates data controllers of major importance who are domiciled, resident, or operating in Nigeria to appoint a DPO who has expert knowledge of data protection law and practices. The DPO is responsible for providing expert opinion and guidance to the organisation on data protection matters and acts as a contact point with the regulators. Overall, compliance with the NDPA is essential for the Issuer and the Nigeria-domiciled Operating Entities.

### ***The FEMM Act***

The FEMM Act regulates foreign exchange transactions and monitors the flow of foreign currency in and out of Nigeria.

Under the FEMM Act, companies operating in Nigeria are required to adhere to regulations regarding the conversion, transfer, and repatriation of foreign currency. The FEMM Act governs the activities of Authorised Dealers ensuring transparency and stability in foreign currency transactions.

Companies in Nigeria are required to obtain approval from the appropriate regulatory authorities for certain foreign exchange transactions, such as importation of goods, repatriation of profits, or making foreign investments. Companies are required to maintain accurate records of foreign exchange transactions to meet reporting requirements.

Non-compliance with the FEMM Act can result in penalties, fines, or other legal consequences. Therefore, it is essential for companies operating in Nigeria to understand and comply with the provisions of the FEMM Act to avoid any regulatory issues and ensure smooth business operations, particularly in their dealings involving foreign currencies.

Compliance with the FEMM Act is crucial for GTBank Nigeria, as the Bank engages in international transactions and deal with foreign currencies as an Authorised Dealer.

## ***BOFIA***

### **Regulation of the Issuer under BOFIA**

The Issuer is subject to the requirements of BOFIA as an OFI. Under BOFIA, no entity is permitted to carry on business in Nigeria as an OFI unless it is duly incorporated in Nigeria and holds an enabling licence issued by the CBN. The governor of the CBN is empowered to appoint one or more officers of the CBN to supervise banks and OFIs, and such appointed officer shall have the right to inspect the books of accounts and to require from OFIs certain information in connection with the exercise of the officer's supervisory duties. BOFIA enables the CBN to issue notices requiring OFIs to maintain capital of such amount not less than the paid-up share capital requirement as may be designated by the CBN through the various guidelines issued by the CBN.

In addition, the liquidation of OFIs is principally governed by BOFIA and the NDIC Act. Section 34 of BOFIA provides certain intervention and rescue tools that can be used by the CBN in respect of failing OFIs, which includes banks and OFIs that are likely to become unable to meet their obligations, suspend their payments to any extent or are insolvent.

Section 37 of BOFIA enables the CBN for the purpose of rescuing failing OFIs to make determination that any eligible instrument issued by the OFIs or to which the OFI is a party or is subject to:

1. is cancelled;
2. modified, converted, or changed in form; or
3. has effect as if a right of modification, conversion or change of its or their form had been exercised.

The CBN is required to make the above determination where the CBN is of the opinion that:

1. the eligible instrument or instruments ought to be bailed-in to facilitate the rescue of the OFI; or
2. the available assets of the OFI do not or are unlikely to support the payment of its liabilities as they become due and payable.

Where the CBN decides to convert an eligible instrument, the BOFIA requires the governor of the CBN to issue a bail-in certificate, stating the details of the eligible instruments being modified or converted.

### **Regulation of GTBank Nigeria under BOFIA**

#### ***The Nigerian Banking System***

The Nigerian banking system consists primarily of publicly- and privately-owned banks and financial institutions, as well as one representative office of a foreign bank, all of which are subject to the same banking laws and regulations generally.

BOFIA is the principal legislation that regulates banking activities in Nigeria. BOFIA sets forth the regulatory and supervisory powers of the CBN over banks in Nigeria, including the issuance and revocation of banking licences, the opening and closing of bank branches and the restructuring and reorganisation of banks, as well as the operation of foreign banks in Nigeria. Under BOFIA, no entity is

permitted to carry on banking business in Nigeria unless it is duly incorporated in Nigeria and holds an enabling licence issued by the CBN.

There are 36 duly licensed banks operating in the Nigerian banking system as at the date of this Shelf Prospectus as follows:

S/N	Licence Category	No. of Banks
1	Commercial Banking Licence with International Authorisation	7
2	Commercial Banking Licence with National Authorisation	15
3	Commercial Banking Licence with Regional Authorisation	4
4	Non-Interest Banking License with National Authorisation	4
5	Merchant Banking Licence with National Authorisation	6
	<b>Total</b>	<b>36</b>

### *Supervision and Regulation of Banks in Nigeria*

The CBN is the primary regulator of the Nigerian banking sector, and is solely responsible for the formulation of monetary, credit and exchange rate policies for financial institutions in Nigeria. Since January 1999, the CBN has had autonomy from its previous supervision by the Federal Ministry of Finance and now reports directly to the National Assembly.

The principal governing body of the CBN is the Board of Directors which consists of the Governor of the CBN, who is the Chairman, four Deputy Governors, the Accountant-General of the Federation, the Permanent Secretary of the Ministry of Finance and five other Directors. Each Deputy Governor overlooks one of the four directorates of the CBN, namely Operations, Corporate Services, Financial System Stability (the **Financial System Stability Directorate**) and Economic Policy. There are five departments under the remit of the Financial System Stability Directorate: (i) banking supervision, (ii) payments system management, (iii) other financial institutions supervision, (iv) financial policy and regulation and (v) consumer protection.

The functions of each department of the Financial System Stability Directorate are as follows:

#### **1. Banking Supervision Department:**

Under the purview of the Financial System Stability Directorate is the supervision of banks, and this includes off-site review and on-site examination of banks especially in relation to their financial condition, internal control systems, the reliability of information provided in the statutory returns, risk management and compliance with corporate governance codes. The CBN conducts on-site examination on banks on maiden, routine and special bases. Maiden on-site examinations are typically conducted within six months following commencement of operations by a new bank, routine examinations are conducted on a regular basis (usually to address specific areas of a bank's operations), whilst special examinations are conducted as the need arises. In addition to maiden, routine and special examinations, the CBN also conducts on-site spot-checks on banks for quick confirmations and or verifications of specific issues. The CBN conducts off-site examination on Nigerian banks using prudential reports, statutory returns and other relevant documentation.

**2. Payments System Management Department:** The functions of this department include setting, applying and coordinating risk standards across the payments segment in Nigeria. This department is supported by the Payments Initiative Coordinating Committee and members of the scheme boards. Such support is important because the CBN is also the primary provider of intraday balances and credit and this helps to foster the smooth operation and timely completion of settlement processes.

**3. Other Financial Institutions Supervision Department:** The functions of this department include off-site surveillance as well as the on-site examination of microfinance banks, bureaux-de-change, development finance institutions, primary mortgage institutions and finance companies in Nigeria.

**4. Financial Policy and Regulation:** The functions of this department include the development and implementation of policies and regulations aimed at ensuring financial system stability in addition to the licensing and approvals for banks and other financial institution.

- 5. Consumer Protection:** The functions of this department include the development and implementation of an effective consumer protection framework that promotes consumer confidence in the Nigerian financial system.

The CBN also monitors trends in the Nigerian banking sector and generates industry reports at macro level on monthly and quarterly bases, in addition to evaluating the development finance sector and monitoring other financial institutions. Activities such as the change of auditors, the publication of audited financial statements, the opening and closing of branches, change in control and the appointment of directors and top management by banks are subject to the prior approval of the CBN.

The statutory mandate of the CBN encompasses ensuring monetary and price stability, the issuance of legal tender currency (Naira and Kobo), the maintenance of Nigeria's external reserves to safeguard the international value of the legal tender currency, the promotion of a sound financial system in Nigeria and acting as banker, economic and financial adviser to the Federal Government as well as banker and lender of last resort to commercial banks.

The CBN is also the agency of the government which maintains general surveillance over the Nigerian foreign exchange system. It licences Authorised Dealers. By virtue of Section 1(2) of the FEMM Act, the CBN may also make regulations from time to time, pertaining to procedures for transactions in foreign exchange.

The CBN continues to focus on maintaining exchange rate stability and preserving the value of the domestic currency. The CBN has the sole responsibility of maintaining a sound financial system. For example, stress tests were conducted at the end of December 2022 to assess the soundness and stability of the financial system through top-down solvency and liquidity stress testing to identify and analyse banking industry vulnerabilities and risks. The banking industry stress test suggested that the banking industry was resilient to solvency and liquidity shocks.

In its role as the primary regulator, the following guidelines, frameworks and circulars have been issued for the regulation of banks and OFIs in Nigeria.

### ***Capital, Leverage and Liquidity***

The CBN sets the minimum paid-up share capital requirement for each category of banks licensed under the BOFIA. These requirements have been reviewed upward by the CBN recently pursuant to the CBN Circular to All Commercial, Merchant, and Non-Interest Banks in Nigeria issued on 28 March 2024. All banks that fall within these categories, including GTBank Nigeria, are required to comply with these new capital requirements. Pursuant to the Circular, GTBank Nigeria, as a commercial bank with international banking authorisation, is required to maintain a minimum capital of ₦500 billion. The Circular further directs that the required minimum capital shall consist solely of paid-in share capital (i.e., paid-up capital and share premium) and that such other components of bank capital, such as (i) retained profits, (ii) other reserves and (iii) AT1 capital shall not be considered for the purpose of meeting the new minimum capital requirements stipulated by the CBN.

Additionally, BOFIA requires all banks to maintain a statutory reserve fund. Nigerian banks are required to transfer to the reserve fund a sum not less than 30 per cent. of their net profits where the amount of the reserve fund is less than their paid-up share capital. Where the amount in the reserve fund is equal to or in excess of the paid-up share capital, the bank shall transfer a sum not less than 15 per cent. of their net profit to the reserve fund.

### ***Resolution Framework***

Moreover, the liquidation of banks is principally governed by BOFIA and the NDIC Act. Section 34 of BOFIA provides certain intervention and rescue tools that can be used by the CBN in respect of failing banks, which includes banks that are likely to become unable to meet their obligations, suspend their payments to any extent or are insolvent.

Where the CBN after an examination is satisfied that the bank is in a grave situation, it can, among others:

1. prohibit the bank from extending any further credit facility for any period it deems fit;

2. suspend any payment or delivery obligation under any contract in respect of which a bank is a party;
3. transfer a part or whole of the banking business to third-party private purchasers; and
4. acquire the shares of the failing bank up to a level that guarantees the CBN control of the bank.

In addition, Section 37 of BOFIA empowers the CBN for the purpose of rescuing a failing bank to make determination that any eligible instrument issued by a bank or to which a bank is a party or is subject to:

1. is cancelled;
2. modified, converted, or changed in form; or
3. has effect as if a right of modification, conversion or change of its or their form had been exercised.

### **Regulation of HabariPay under BOFIA**

HabariPay is considered a financial institution that is subject to requirements of BOFIA. Pursuant to BOFIA, no entity is permitted to carry on business in Nigeria as an OFI unless it is duly incorporated in Nigeria and holds an enabling licence issued by the CBN. The Governor of the CBN is empowered to appoint one or more officers of the CBN to supervise banks and OFIs, and such appointed officer shall have the right to inspect the books of accounts and to require from OFIs certain information in connection with the exercise of the officer's supervisory duties.

In addition, BOFIA empowers the CBN to issue a notice requiring OFIs to maintain capital of such amount not less than the paid-up share capital requirement as may be designated by the CBN through the various guidelines issued by the CBN.

The liquidation of OFIs is principally governed by the BOFIA and the NDIC Act. Section 34 of BOFIA provides certain intervention and rescue tools that can be used by the CBN in respect of failing banks and OFIs, which includes banks and OFIs that are likely to become unable to meet their obligations, suspend their payments to any extent or are insolvent.

Section 37 of BOFIA empowers the CBN for the purpose of rescuing a failing OFIs to make determination that any eligible instrument issued by the OFIs or to which the OFI is a party or is subject to:

1. is cancelled;
2. modified, converted, or changed in form; or
3. has effect as if a right of modification, conversion or change of its or their form had been exercised.

The CBN is required to make the above determination where the CBN is of the opinion that:

1. the eligible instrument or instruments ought to be bailed-in to facilitate the rescue of the OFI; or
2. the available assets of the OFI do not or are unlikely to support the payment of its liabilities as they become due and payable.

Where the CBN decides to convert an eligible instrument, the BOFIA requires the governor of the CBN to issue a bail-in certificate, stating the details of the eligible instruments being modified or converted.

*The CBN: Regulatory Circulars and Guidelines applicable to the GTCOPLC, GTBank Nigeria and HabariPay*

### **The CBN's Regulation of GTCOPLC**

#### **(a) The Guidelines for Licensing and Regulation of Financial Holding Companies in Nigeria**

Pursuant to the FHC Guidelines, a FHC is a company whose principal object includes the business of a holding company set up for the purpose of making and managing (for its own account) equity investments in two or more companies, which are its subsidiaries, engaged in the provision of financial services, one of which must be a bank. FHCs require licences from the CBN to operate and shall have at least two subsidiaries. The licensing process involves scrutiny of the company's ownership structure, capital

adequacy, governance and risk management practices. Pursuant to the FHC Guidelines, the Issuer is required to comply with all guidelines and regulations issued by the CBN, other sector regulators and the relevant extant laws, maintain adequate accounting systems and keep records that accurately capture all information which reflect the financial condition of the financial holding company and ensure that it and all its subsidiaries are adequately capitalised at all times.

*(i) Corporate Governance*

The FHC Guidelines sets forth the rules for the corporate governance of FHCs. Accordingly, FHCs are required to:

1. comply with the provisions of any code of corporate governance issued by the CBN for institutions under its purview and demonstrate evidence of the existence of competent and independent board with capacity to provide oversight on internal controls and risk management practices;
2. comply with the provisions of the SEC's Code of Corporate Governance for Public Companies and Listed Entities in Nigeria; and
3. include its audited financial statements on its website.

*(ii) Share Capital Requirements*

The FHC Guidelines sets minimum capital requirements for FHCs to ensure they have sufficient resources to absorb potential losses and maintain solvency. Pursuant to the FHC Guidelines, if a FHC holds 100 per cent. ownership of its subsidiaries, its minimum paid up capital shall exceed the sum of the minimum paid up capital of all its subsidiaries, as may be prescribed from time to time by the sector regulators. However, in cases where the FHC owns less than 100 per cent of the subsidiaries, its minimum paid up capital shall exceed the summation of its proportionate holding in the subsidiaries.

Recently, the CBN issued the Circular on the Review of Minimum Capital Requirements for Commercial, Merchant, and Non-Interest Banks in Nigeria which was released on 28 March 2024 (the **Circular**), which revised the share capital requirement for banks. Consequently, GTBank Nigeria, an international commercial bank with an international banking authorisation, is required to maintain a minimum capital of, at least, ₦500 billion.

Pursuant to paragraph 3.4.3 of the FHC Guidelines, the Issuer has an obligation to ensure that the Nigeria-domiciled Operating Entities are adequately capitalised as maybe prescribed by the applicable laws.

*(iii) Compliance and Reporting*

Pursuant to the CBN (Anti Money Laundering, Combating the Financing of Terrorism and Countering Proliferation Financing of Weapons of Mass Destruction in Financial Institutions) Regulations, 2022, banks, other financial institutions and payment services providers, are required to comply with regulatory requirements related to anti-money laundering and other relevant laws. They are also required to submit periodic reports to the CBN detailing their financial condition, operations, and compliance efforts with regards to AML and CFT.

Overall, the CBN's regulation framework for FHCs is designed to promote stability, transparency, and soundness in the Nigerian financial system while protecting the interests of stakeholders and investors.

**The CBN's Regulation of GTBank Nigeria**

**(a) CBN Circular to All Banks on Offshore Expansion Issued on 7 October 2008**

In October 2008, the CBN issued the Circular to All Banks on Offshore Expansion (the **CBN Circular on Offshore Expansion**), which sets out the minimum requirements for offshore expansion. Under Nigerian law, any Nigerian bank seeking to establish offshore banking business must obtain a licence from the CBN and comply with the CBN Circular on Offshore Expansion. Pursuant to the CBN Circular on Offshore Expansion, any Nigerian bank seeking to establish an offshore subsidiary must have been in sound



financial condition (in terms of liquidity, capital adequacy, etc.) for at least the prior 12 months and must have operated profitably for the previous two years, as reflected in the audited financial statements of such bank. The Nigerian bank is also required to give details of how the operation of the offshore subsidiary would be monitored from Nigeria.

**(b) CBN Guidelines on Regulatory Capital Issued in September 2021 (the Regulatory Capital Guidelines)**

The CBN, as part of its efforts to enhance the resilience of deposit money banks and the Nigerian banking system, developed a revised guideline on regulatory capital, which sets out the criteria that banks' capital instruments must meet to be eligible for regulatory purposes as per the Basel III standards. The Regulatory Capital Guidelines also set forth the supervisory requirements for banks operating in Nigeria in relation to minimum regulatory capital, adjustments to the components of regulatory capital, transitional arrangements, disclosure requirements and the additional capital buffers above the minimum requirements. According to the Regulatory Capital Guidelines, Nigerian banks will be required to have capital adequacy requirements of CET 1 Capital ratio of 7 per cent. and 10.5 per cent. for national and regional banks and international/domestically systematically important banks (**D-SIBs**), respectively.

A CAR of 10 per cent. is required for national and regional banks and 15 per cent. for international banks and D-SIBs with additional capital conservation buffers of one per cent. All banks are also required to maintain a countercyclical buffer (**CCB2**) where the CBN determines that there is a build-up of credit risk, which could lead to system-wide stress. The CCB2 shall range from zero per cent. to 2.5 per cent. of the total risk weighted average asset.

**(c) The CBN's Framework for The Regulation and Supervision of Domestic Systemically Important Banks (SIBs) in Nigeria issued on 5 September 2014 (the SIBs Framework)**

Pursuant to the SIBs Framework, financial institutions whose distress or disorderly failure, due to their size, complexity and systemic interconnectedness, would cause significant disruption to the wider financial system and economic activity will be considered a D-SIB. The SIB Framework utilizes an indicator-based measurement approach to considers factors in the classification of D-SIBs. For example, according to the SIB Framework, for a bank to be continually classified as D-SIB, it must meet the assessment criteria set in the SIB Framework for six consecutive months and must remain as such for a period of six months after which a re-assessment would be carried out by the CBN.

The SIB Framework requires banks designated as SIBs to maintain a minimum CAR of 15 per cent. Of this 15 per cent, Tier 2 capital should not constitute more than 25 per cent. of the qualifying capital and Tier 1 capital should be at least 75 per cent. of the bank's qualifying capital. In addition, the SIB Framework also requires D-SIBs to set aside Higher Loss Absorbency (**HLA**) or additional capital surcharge of one per cent. to their respective minimum required CAR.

**(d) The CBN's Corporate Governance Requirement for Commercial, Merchant, Non-Interest and Payment Service Banks in Nigeria Issued on July 13, 2023 (the Code)**

In 2019, the Financial Reporting Council (**FRC**) of Nigeria issued the Nigerian Code of Corporate Governance (**NCCG 2018**) as the single Corporate Governance Code for the country to replace all sectoral codes in Nigeria, including the extant Code of Corporate Governance for Banks and Discount Houses in Nigeria issued by the CBN in May 2014. Following the FRC's directive to sector regulators to issue sector-specific guidelines on corporate governance for institutions under their regulatory purview, the CBN adapted the Principles and Recommended Practices of NCCG 2018 in developing the Code, while taking into account the peculiarities of the sub-sectors.

The Code seeks to update and align corporate governance in the Nigerian banking industry with international best practices. All banks are required to comply with the Code and are required to render a report on the status of compliance to the CBN at the end of every quarter.

The Code provides that the size of the board of directors of any bank shall be a minimum of seven members and a maximum of 15 members, out of which at least three must be independent non-executive directors. The board of directors of a bank is also required to be composed of more non-executive directors than executive directors.

Furthermore, pursuant to the Code, if a bank is a subsidiary of a FHC, (i) the aggregate number of directors from the FHC's subsidiaries shall not exceed 30 per cent. of the members of the FHC's board of directors and (ii) the aggregate number of directors from the FHC's board of directors shall not exceed 30 per cent. of the members of a subsidiary's board of directors. Moreover, to this end and to ensure the continuous injection of fresh ideas, the Code stipulates that non-executive directors of banks shall serve for a maximum of three terms of four years each, while the tenure of the managing director or chief executive officer shall be subject to a maximum period of 12 years of such institution in Nigeria.

GTBank Nigeria is required to comply with the Code.

#### The CBN's Regulation of HabariPay

The payments service industry in Nigeria is primarily regulated by the CBN in accordance with BOFIA, the CBN Act, 2007, the CBN's New License Categorisations for the Nigerian Payments System 2020 and the Supervisory Framework for Payment Services Banks in Nigeria, 2021. These regulations empower the CBN to issue licences to companies to establish subsidiaries and the CBN may grant licences to such subsidiaries for the provision of services including mobile money payments and acceptance of deposits.

In its role as the primary regulator, the following guidelines and circulars have been issued for the regulation of financial institutions in Nigeria, including payment switch and processing operators.

**(a) CBN Guidelines on Transactions Switching in Nigeria issued in April 2016 (the Switching Guidelines)**

In exercising the powers conferred on the CBN, pursuant to Section 2(d) and Section 47(2) of the CBN Act, related to the promotion and facilitation of the development of efficient and effective systems for the settlement of transactions, including the development of electronic payment systems, the CBN issued the Switching Guidelines to regulate payment switch and processing operators in Nigeria. The scope of the Switching Guidelines is to set forth the procedure for the operation of switching services operators and to compel these operators to comply with the minimum standards for switching set forth by the CBN. To operate as a payment switch and processing operator in Nigeria, the Switching Guidelines requires such entity to obtain a switching licence from the CBN.

In 2022, HabariPay became fully operational upon the grant of switching licence by CBN and is required to comply with the Switching Guidelines as issued by the CBN.

**(b) CBN's Circular to all Payment Service Providers, Banks and Other Financial Institutions on New License Categorisation for Nigerian Payment Systems dated 9 December 2020 (the NLC Circular)**

On 9 December 2020, the CBN published the NLC Circular, which made it easier to identify the licences that apply to the Nigerian Payments System. Pursuant to the NLC Circular, companies that possess a switching and processing license are allowed to perform switching, card processing, transaction clearing and settlement agents' services and non-bank acquisition services. Such companies are also permitted to perform the services of super-agents, of payment terminal service provider and of payment solution service providers.

The NLC Circular also provides that companies that possess a switching and processing license are required to maintain a minimum capital of N2.0 billion.

**(c) CBN's Risk-Based Cybersecurity Framework and Guidelines for Deposit Money Banks and Payment Service Providers issued on 10 October 2018 (the Risk-Based Framework)**

The Risk-Based Framework sets forth the minimum requirements to be put in place by payment service providers, including holders of switching license (PSPs), in their respective cybersecurity programmes. The Risk-Based Framework also sets forth the responsibilities of PSPs' board of directors, senior management and Chief Information Security Officer (CISO). This entails the development and enforcement of policies, procedures and other forms of guidance that the PSPs and their stakeholders are required to follow.

Furthermore, in order to ensure the effectiveness of a PSP's cybersecurity governance, the Risk-Based Framework requires that the processes and controls of a PSP shall be reviewed at least annually.

**(d) Consumer Protection Framework for Banks and other Financial Institutions Regulated by the CBN (the CP Framework for Financial Institutions)**

HabariPay is required to comply with the CP Framework for Financial Institutions, which requires HabariPay to comply with periodic reporting obligations and to develop structures for self-regulation in line with the consumer protection principles. Pursuant to the CP Framework for Financial Institutions, HabariPay's board of directors is also required to ensure that its code of conduct addresses transparency, fair contract terms and complaints handling.

***Investments & Securities Act, No. 29, 2007 and Securities and Exchange Commission***

The SEC is the primary securities regulator in Nigeria. The functions of the SEC are set out in the ISA which repealed the Investments and Securities Act Cap 45 of 1999 which in turn repealed the Securities and Exchange Commission Decree of 1979 (as amended in 1988).

In general, the SEC provides oversight of the Nigerian capital market with the objective of ensuring that the integrity of the securities market is maintained, investors are adequately protected while also performing surveillance functions such as registration and regulation of capital market operators and issuance of rules and regulations for the operation of the Nigerian capital market and the conduct of operators. The SEC has investigative powers which enable it to protect the interest of investors and maintain an orderly securities market.

Further, the Investments and Securities Tribunal was established by the ISA to adjudicate on disputes arising under the ISA and the SEC Rules.

***Regulation of GTCOPLC under the ISA and the SEC Rules***

As a public company, the Issuer falls under the regulatory purview of the SEC and is required to comply with the provisions of the ISA and the SEC Rules.

Accordingly, Rules 38 and 40 of the SEC Rules require public companies to:

1. file with the SEC on a periodic or annual basis, and on a specified format, its audited financial statements and other returns as may be prescribed by the SEC from time to time;
2. appoint a compliance officer who, in conjunction with the chief financial officer, shall ensure compliance with all regulatory requirements of the SEC;
3. release its earnings forecast to the relevant securities exchange, the SEC and the investing public 20 days prior to the commencement of a quarter;
4. not later than 30 days from the end of each quarter, file with the SEC, and simultaneously with the relevant securities exchanges and the investing public, a quarterly report prepared in accordance with IFRS; and
5. file with the SEC, in the prescribed form, a report of unclaimed dividends on a half yearly basis.

Also, the Issuer is required to establish a system of internal controls over its financial reporting and security of its assets, and Section 61 of the ISA provides that the Directors are responsible for ensuring the integrity of the Issuer's financial controls and reporting.

***Regulation of GTFM under the ISA and the SEC Rules***

GTFM is registered by the SEC as a Fund/Portfolio Manager. The SEC has regulatory oversight over every registered capital market operator and that manage collective investment schemes. As an asset management company that provides investors with access to wide range of multi-asset class portfolios and sound investment strategies.

Pursuant to the SEC's rule on Regulation of Fund Management Products and Rules on Collective Investment Schemes issued on 21 January 2021 (the **CIS Rules**), funds managers are required to comply with the following:

1. **Authorisation and Licensing:** To operate as a fund manager in Nigeria, such person and/or entity must apply to the SEC for a license to operate. Pursuant to the CIS Rules, all applicants must be registered as a fund/portfolio manager. The proposed fund manager is required to obtain prior approval or ‘no objection’ from the SEC.
2. **Reporting:** The SEC requires all fund/portfolio managers to submit quarterly returns and annual reports in respect of all portfolios/funds in a form prescribed by the SEC. The SEC monitors the activities of fund managers through reports of their activities and of their respective funds.
3. **Compliance:** Failure to comply with the CIS Rules is sanctioned including penalties, the suspension of registration, the withdrawal of registration, the disgorgement of proceeds and other sanctions as may be determined by the SEC.
4. **Investment of Funds:** The SEC has made new Rules on Collective Investment Schemes in Nigeria and published these rules in 2019. GTFM is required to comply with the rules related to the management and investment of collective investment funds.

#### *The Nigeria Deposit Insurance Corporation Act (the NDIC Act)*

The Nigeria Deposit Insurance Corporation (the **NDIC**), established in 1988 pursuant to Chapter N102 LFN 2004 of the Nigeria Deposit Insurance Corporation Act, insures all deposit liabilities of licensed banks and other deposit-taking financial institutions operating in Nigeria. The NDIC Act, which repealed the Nigeria Deposit Insurance Corporation Decree of 1988, has now been replaced by the Nigeria Deposit Insurance Corporation Act, 2023, (the **2023 NDIC Act**), which sets forth the powers and functions of the NDIC. Pursuant to the 2023 NDIC Act, the NDIC guarantees deposit liabilities of financial institutions licensed or authorised to accept deposits from the public in accordance with the provisions of BOFIA. The 2023 NDIC Act mandates all licensed banks and such other financial institutions in Nigeria licensed to engage in the business of receiving deposits to insure their deposit liabilities with the NDIC, with the exception of (i) insider deposits (i.e., deposits of staff including directors of the insured institutions), (ii) counterclaims from a person who maintains both deposit and loan accounts, the former serving as a collateral for the loan and (iii) inter-bank placements.

Additionally, the NDIC, in concurrence with the CBN, is also responsible for supervising insured financial institutions to mitigate risk of failure and overseeing the resolution of failing insured financial institution. The 2023 NDIC Act established the Deposit Insurance Fund (**DIF**) for Deposit Money Banks and Mobile Money Operators. The NDIC is also mandated to assist monetary authorities in the formulation and implementation of banking policy in Nigeria to ensure sound banking practices and promote fair competition amongst banks in Nigeria. The NDIC also plays a major role in the periodic examination of banks and coordinating with the CBN in the liquidation of banks in Nigeria.

#### *Regulation of GTBank Nigeria under the NDIC Act.*

Pursuant to Section 4 and 25 of the 2023 NDIC Act, the NDIC insures deposit and guarantee payments to depositors in case of imminent or actual suspension of payments by insured banks or financial institutions.

In May 2024, the NDIC announced an upward review for various categories of deposit-taking financial institutions licensed by the CBN with immediate effect. The maximum deposit insurance coverage for depositors of Deposit Money Banks (DMBs) has increased from ₦500,000 to ₦5,000,000; Microfinance Banks (MFBs) from ₦200,000 to ₦2,000,000; Primary Mortgage Banks (PMBs) from ₦500,000 to ₦2,000,000; Payment Service Banks (PSBs) from ₦500,000 to ₦2,000,000 and subscribers of Mobile Money Operators (MMOs) from ₦500,000 to ₦5,000,000 per subscriber, aligned with DMBs’ coverage level.

#### *Regulation of GTBank Nigeria under the AMCON Act*

The AMCON Act was signed into law in July 2010 to achieve a resolution of the banking crisis with minimal impact on depositors, taxpayers, and other bank creditors. The Asset Management Corporation of Nigeria (**AMCON**) was created as a resolution vehicle to assist deposit money banks in Nigeria improve their capital and liquidity positions, with the aim of stabilising the financial system.

To achieve its objectives, AMCON is expected to engage the debtors of all Nigerian banks, with a view to take over their non-performing loans (NPLs) and to restructure such loans by negotiating more favourable terms of repayment with the debtors. AMCON is also required to appoint asset managers to manage and seek the best returns on the underlying collateral with a view to minimising costs to the Nigerian government in the event that the debtors cannot redeem the debt. With AMCON's intervention, the banking industry ratio of NPLs to total credit significantly reduced from 34.4 per cent. from inception to 6.02 per cent. in 2020.

#### *Laws and Regulations of the National Pension Commission of Nigeria*

##### PENCOM's Regulation of GTPM

###### **(a) The PRA**

Pension fund administration in Nigeria operates under the legal and regulatory framework established by the PRA. Pursuant to Section 58(1) and Section 60 (1) of the PRA, a person proposing to operate as a PFA must:

1. be incorporated under the CAMA;
2. obtain a license from PENCOM;
3. have the minimum paid-up share capital as may be prescribed by PENCOM; and
4. have the professional capacity to manage pension fund and administer retirement benefits.

Additionally, a PFA has reporting obligations to PENCOM for the submission of an annual report, with respect to the immediately preceding year, on both the administrator's operations and the pension funds under its management, no later than four months from the end of its financial year.

The PRA also requires a PFA to establish a risk management committee and investment strategy committee to assist in carrying out its functions and ensuring compliance with the PRA. PFAs are also required to establish and maintain a statutory reserve fund as a contingency fund to meet any claim for which it may be liable as determined by PENCOM. The statutory reserve fund shall be credited annually by a PFA with 12.5 per cent. of the net profit or such other percentage as may be determined by the PENCOM.

As a licensed PFA managing pension fund assets for employers and employees in the private and public sectors across Nigeria, GTPM is regulated by PenCom and is required to comply with the provisions of the PRA.

###### **(b) Regulation on Investment of Pension Fund Assets issued by PENCOM in February 2019 (the PFA Investment Regulations)**

The PFA Investment Regulations sets forth criteria for the investment of pension funds under the management of a PFA. Pursuant to the PFA Investment Regulations, PFAs are mandated to invest pension funds in a diversified portfolio to minimise risk and optimise returns. Accordingly, PFAs, in discharging their contractual functions to contributors, shall not contract out the investment, management of pension fund assets to third parties, except for open or closed-end funds, hybrid funds and specialist investment funds allowed by the PFA Investment Regulations. Investments may include government securities, equities, corporate bonds and other approved financial instruments. For investment purposes, GTPM is required to comply with the Regulation issued by PenCom pursuant to the PRA. The PFA Regulations provide the quality requirements of allowable investments and set out guidelines for the implementation of the multi-fund structure for the investment of pension fund assets in retirement savings accounts funds.

###### **(c) Regulation on Valuation of Pension Fund Assets (the Valuation Regulations)**

In 2006, PenCom issued a regulation on valuation of pension fund assets pursuant to the PRA. The Valuation Regulations set forth the standard procedures to be adopted in the valuation of pension fund asset portfolios by PFAs. This would include the method and manner in which PFAs calculate the value of net assets under management and the value of an accounting unit for the equitable pricing of interest of

each individual contributor to a pension fund. The Valuation Regulations also includes the methodology for calculating the rate of return to the PFAs. GTPM is required to comply with the standards set forth in the Valuation Regulations.

Pursuant to Regulation 7.0 of the Valuation Regulations, PFAs are mandated to make full disclosures of all valuation reports and file such reports with the PenCom on daily basis on or before 5.00 pm.

**(d)The Consumer Protection Framework for the Nigerian Pension Industry 2024 (the CP Framework)**

GTPM is also required to comply with the CP Framework, which was issued by PenCom to enhance consumer confidence in the pension industry. Pursuant to the CP Framework, GTPM has the obligation to exercise due diligence while discharging its obligations to consumers by ensuring that all services and products are rendered efficiently for sustainable and effective service delivery. The CP Framework also imposes a fiduciary duty on PFAs to act in the best interest of consumers and requires them to prioritise the safety, security and growth of pension funds while managing its associated risks.

**Legal and Regulatory Framework of the Ex-Nigeria domiciled Operating Entities**

The legal and regulatory framework under which the Ex-Nigeria domiciled Operating Entities conduct banking business in the respective jurisdictions is described through the regional operating structure of the Banking Business Segment. See “- Description of the Issuer and Group”:

<u>REGULATED ENTITIES</u>	<u>LICENCE AUTHORISATION</u>	<u>LEGISLATION</u>	<u>REGULATOR</u>
<b>West Africa Region</b>			
GTBank Ghana	Universal Banking License	Banking Act 2004 (Act 673)	Bank of Ghana
<b>Francophone West Africa Sub-Region</b>			
GTBank Cote d’Ivoire	Commercial Bank	The Framework Law Number 2009-385	Central Bank of WAMU Zone and Ministry of Finance of Côte d’Ivoire
<b>East Africa Region</b>			
GTBank Kenya	Commercial Bank	The Banking Act (2015)	Central Bank of Kenya
<b>Europe</b>			
GTBank UK	Commercial Bank	Financial Services and Markets Act 2000 (as amended)	Bank of England Prudential Regulation Authority, and Financial Conduct Authority

***GTBank Ghana***

GTBank Ghana obtained its universal banking license from the Bank of Ghana (the **BOG**) on 23 February 2006, in accordance with the Banking Act 2004 (Act 673) as amended. All banks in Ghana are authorised to carry on banking business under universal banking licenses.

*Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930)*

The BOG is the primary regulator of the banking industry in Ghana. The Banks and Specialised Deposit-Taking Institutions Act, 2016 (BSDTI Act) empowers the BOG to prescribe rules regarding any matter of corporate governance of a bank to ensure prudent operation of matters relating to the scope and nature of the duties of directors of a bank, requirements for audit and other specific committees of the Board, responsibilities of key management personnel, risk management, internal audit and internal controls and compliance.

Section 3 of the BSDTI Act gives the BOG the overall supervisory and regulatory authority in all matters relating to deposit-taking business and the sole responsibility to issue licences to banks and specialised deposit-taking institutions. It also mandates the BOG to promote and maintain an efficient banking and

credit system in Ghana. The BOG is further empowered by the to require a bank, specialised deposit-taking institution, financial holding company, or a member of a financial group to submit any information or data relating to its assets, liabilities, income, expenditure, affairs, or any other matter that the BOG may require.

In addition, Section 145 of the BSDTI Act imposes strict confidentiality obligations on banks' management and employees in respect of customer information, among others. The legal framework governing the rescue and resolution of failing banks is outlined primarily in BSDTI Act and it is the only legislation that applies to the winding up and liquidation of an insolvent bank in Ghana.

The BOG has issued the following circulars, directives and regulations:

i. ***Fit and Proper Directive for Banks, Savings and Loans Companies, Finance Houses and Financial Holding Companies, July 2019 (the Directive)***

This directive was issued pursuant to the BSDTI Act to be applicable to banks, savings and loans companies, finance houses and financial holding companies. The Directive seeks to operationalize relevant provisions of the BSDTI Act and provide guidance in determining the fitness and propriety of a significant shareholder, a director or a key management personnel in a Regulated Financial Institution.

Pursuant to the Directive, the fitness and propriety test for significant shareholders are assessed against the following criteria: financial integrity, reputation, demonstration of sufficient appreciation of the business of banking and the rules that pertains.

The Directives also provides that directors and key management personnel of a bank shall be assessed for fitness and propriety against the following criteria: financial integrity, reputation, academic/professional qualification, experience, conflicts of interest, time commitment and collective suitability.

ii. ***Cyber and Information Security Directive, 2018***

The directive was issued by the BOG under the powers conferred by Section 92(1) BSDTI Act and it applies to regulated financial institutions licensed or registered under the BSDTI Act and any other entity regulated by the BOG under any other enactment. The directive also applies to Ghanaian banks and their international affiliates and Ghanaian affiliates of international banks.

The main objective of this directive is to create a secure environment within "cyberspace" for the financial services industry and generate adequate trust and confidence in ICT systems as well as transactions in the cyberspace.

iii. ***Corporate Governance Directive, 2018 for Banks, Savings and Loans Companies, Finance Houses and Financial Holding Companies (the CG Directive)***

Section 23 and 24 of the Directive stipulates the competencies of the Board of Directors and the qualifications of Board members respectively.

The main objectives of the CG Directive are: (a) to ensure that regulated financial institutions adopt sound corporate governance principles; (b) to protect the interest of depositors and other stakeholders as regulated financial institutions become more accountable; and (c) for the proper functioning of the Ghanaian banking sector and the economy.

In the same vein, BOG issued a notice to all banks to seek prior written approval of the BOG before the appointment of chief executive officers or deputy chief executive officers; key management personnel and directors.

iv. ***Guide for Financial Publication for Banks & BOG Licensed Financial Institutions (BSD/2017) (the Guide)***

Generally, financial statements of financial institutions regulated by the BOG prepared in the manner required by the Companies Act, BSDTI Act, and all other relevant directives, notices and letters of the BOG and in accordance with IFRS as adopted by the Institute of Chartered Accountants Ghana (**ICAG**) mandated by the ICAG Act.

The Guide was developed to assist financial institutions in ensuring that IFRS as adopted are followed in the preparation and presentation of financial statements.

The Guide clarifies and provides direction on areas of conflicts and (or) divergence between the IFRS and the legal framework and the prudential norms of BOG; it also provides guidance on the format and minimum expectation in the content of financial statements/reports as well as bring uniformity in the financial reporting process across the industry.

v. ***The Capital Requirements Directive (the CRD)***

The BOG published the under Section 92(1) of BSDTI Act and under Section 4(d) of the Bank of Ghana Act 2002. The CRD applies to all banks licensed and operating under the BSDTI Act and provides a framework for risk-based capital adequacy requirements and includes provisions for calculating the Capital Adequacy Ratio (CAR) on both standalone and consolidated bases. The CRD aims to ensure banks maintain sufficient capital to absorb unexpected losses from various risks including credit, operational, and market risks.

The CRD defines regulatory capital and prescribes the Basel Committee on Banking Supervision (BCBS) standardised methodologies for the measurement of pillar 1 risks used in determining the CAR of banks in Ghana. In addition, the CRD is based on Basel's Capital Framework and focuses on Pillar 1 of Basel II/ III Capital Framework. Under the CRD, banks are required to comply with the minimum CAR of 10 per cent.. The CAR is also a regulatory requirement under the BSDTI Act, and banks are required to submit prudential returns on CAR to the BOG on monthly basis. This serves as offsite input in determining the risk profile of the banks and as a trigger for supervisory intervention where necessary.

*Companies Act, 2019 (Act 992)*

The Companies Act, 2019 seeks to simplify the regulatory framework surrounding the incorporation and operation of companies while improving existing corporate governance standards that exist in Ghana. The Companies Act stipulates the shareholding structure of private companies and requires companies to file annual returns showing the particulars of shareholders and beneficial owners. According to Section 171 of the Companies Act, a company incorporated under the laws of Ghana must have at least two directors with one of these directors resident in Ghana. The Companies Act further stipulates the individuals who are not qualified to be appointed as directors and the individuals be restrained from managing companies in Ghana.

*Data Protection Act, 2012 (Act 843)*

Data protection is governed primarily by the Data Protection Act, 2012 (Act 843). This act is designed to regulate the processing of personal data and ensure privacy and protection for data subjects. The Data Protection Act applies to any entity that processes personal data within Ghana, including banks, and covers the collection, storage, processing, and dissemination of personal data.

Under the Data Protection Act, GTBank Ghana is mandated to perform the following obligations:

- a. **Data Registration:** GTBank Ghana must register with the Data Protection Commission and renew this registration every two years.



- b. **Data Security:** GTBank Ghana must implement appropriate technical and organisational measures to ensure data security and prevent unauthorised processing. Data to be processed under confidentiality and only with the prior knowledge and authorisation of the data subject.
- c. **Data Processing Agreement:** GTBank Ghana must ensure that contracts with third-party data processors include clauses to protect personal data.
- d. **Data Breach Notification:** GTBank Ghana must notify the Data Protection Commission and affected individuals in the event of a data breach.
- e. **Data Protection Supervisor/Officer:** GTBank Ghana must appoint a Data Protection Officer in accordance with criteria set by the Commission, to ensure compliance with the Data Protection Act.

*Foreign Exchange Act, 2006 (Act 723)*

The Foreign Exchange Act, 2006 (Act 723) regulates foreign exchange transactions in Ghana. In addition to the Foreign Exchange Act, the BOG has issued several directives which have formed the body of foreign exchange laws applicable to GTBank Ghana.

GTBank Ghana may execute foreign exchange transfers abroad for importers in sums up to US\$50,000.00, except that, where supporting documentation from the importer are outstanding for a previous transfer, GTBank Ghana shall not execute a subsequent transfer unless the importer first provides all documents relevant to current import transaction. Individuals have an annual transfer limit of US\$10,000.00 without providing supporting documentation.

Failure on the part of GTBank Ghana to adhere to the foregoing transfer limits amount to a material breach which could occasion a suspension or revocation of the Bank's foreign exchange licence.

*Ghana Deposit Protection Act, 2016 (Act 931) (the GDPA)*

The main legislation that addresses depositors' funds is the GDPA. Section 2 thereof establishes a Deposit Protection Scheme (Scheme) with the mandate to be a Pay-Box. The objective of the GDPA is to, among others, protect small depositors from loss incurred in the event of failure of their banks. The GDPA also sets up the Ghana Deposit Protection Corporation with the core mandate to manage the Scheme.

All banks in Ghana are required to be members of the Scheme. According to Section 14, 15 and 16 of the GDPA, members are required to pay premiums to the Ghana Deposit Protection Corporation to fund the reimbursement of depositors in the event of a failure – One-off Initial Premium of 0.1 per cent. of minimum paid up capital; annual premium rate of 0.3 per cent. to 1.5 per cent. of insurable deposits at the end of the preceding year. Currently, annual premiums are set at 0.3 per cent., payable quarterly.

Under Section 13 of the Ghana Deposit Protection Act, banks are required to insure all deposits, subject to certain exceptions. In addition, all members of the Scheme are mandated to submit monthly returns to Ghana Deposit Protection Corporation by the 10th day of a subsequent month.

***GTBank Kenya***

GTBank Kenya was licensed on 13 January 1995 by the Central Bank of Kenya (CBK) under the Banking Act (2015) to conduct commercial banking business as the former FINA Bank Limited. GTBank Nigeria acquired 70 per cent. majority shareholding of FINA Bank in 2013 and changed the name to GTBank Kenya.

GTBank Kenya is mainly regulated by:

*The Central Bank of Kenya Act, 2015*

The CBK, established pursuant to the Central Bank of Kenya Act, 2015, is the primary regulator of commercial banks operating in Kenya. The CBK is responsible for regulating financial institutions, formulating and implementing monetary policy and fostering the liquidity, solvency and proper functioning of the financial system.

Also, the CBK provides regulation on the directorship of financial institutions, such as GTBank Kenya. According to Section 3.4.6 of the CBK Prudential Guidelines (**Prudential Guidelines**), due to the special nature of deposit-taking institutions which gives them an added responsibility of safeguarding the interests of the depositors, the CBK requires all institutions licensed under the Banking Act, to have at least five directors. The CBK further stipulates the manner in which the board of financial institutions should be composed in order to be effective. The Board must have an appropriate number of directors that are commensurate with the complexity, the size, the scope and operations of the relevant institution.

The shareholding of banks is supervised by the CBK, as Section 3.2, 3.2.2, and 3.2.4 of the Prudential Guidelines stipulate the appropriate shareholding structure of banks in Kenya. The CBK Prudential Guidelines CBK/PG/02 (**Governance Guideline**) is used by the CBK to regulate the governance and internal procedures of banks operating in Kenya. Pursuant to Section 3.3.1, the Governance Guideline provides that Boards of Directors (**BOD**) of every financial institution is required to formulate a Board Charter that outlines, among others, the principal role of the BOD, the demarcation of the roles, functions, responsibilities and powers of the BOD, various Board Committees and matters reserved for final decision-making or pre-approval by the BOD; and the policies and practices of the BOD in respect of matters such as conflicts of interest and convening of BOD meetings. In addition, Section 3.4.6 of the Governance Guideline provides for the minimum number of the BOD and the general composition of the BOD.

Furthermore, the CBK regulates foreign exchange dealings in Kenya by virtue of the provisions of Part VI of the CBK Act. Section 33B of the CBK Act provides that Foreign Exchange Dealers are authorised banks and foreign exchange bureaus licensed by the CBK. The CBK Act further provides that authorised banks are licensed to buy, sell, borrow or lend in foreign currency or transact any other business involving foreign currency. Authorised dealers are also free to facilitate payments between Kenya residents and non-residents and engage in spot money market and derivative foreign exchange deals. Additionally, Section 33E of the CBK Act highlights the role of banks as authorised dealers in Kenya.

#### *The Companies Act, 2015 (the CA)*

The incorporation and operation of companies in Kenya is governed by the Companies Act, 2015. By virtue of Section 125 of the CA, GTBank Kenya is required to file annual returns at least once in each year in the form and manner prescribed under the CA. Also, the CA stipulates that all companies other than private companies are required to have at least two directors. The CA further stipulates the shareholding structure of banks, as provided under Section 30 of the CA.

Section 3.4.6 of the Prudential Guidelines however provide in that due to the special nature of deposit-taking institutions which gives them an added responsibility of safeguarding the interests of the depositors, the CBK requires all institutions licensed under the Banking Act, to have at least five directors.

#### *Data Protection Act, 2019 (the Kenyan DPA)*

The Kenyan DPA governs data protection in Kenya. As a data controller/data processor, the role of GTBank Kenya under the DPA is to ensure that personal data is: (a) processed in accordance with the right to privacy of the data subject; (b) processed lawfully, fairly and in a transparent manner in relation to any data subject; (c) collected for explicit, specified and legitimate purposes and not further processed in a manner incompatible with those purposes; (d) adequate, relevant, limited to what is necessary in relation to the purposes for which it is processed; (e) collected only where a valid explanation is provided whenever information relating to family or private affairs is required; (f) accurate and, where necessary, kept up to date, with every reasonable step being taken to ensure that any inaccurate personal data is erased or rectified without delay; (g) kept in a form which identifies the data subjects for no longer than is necessary for the purposes which it was collected; and (h) not transferred outside Kenya, unless there is proof of adequate data protection safeguards or consent from the data subject.

#### *The Banking Act*

The Banking Act regulates the business of banking in Kenya, all other related matters and stipulates the licensing and bank capital requirements applicable in Kenya. Section 4 of the Banking Act provides that the CBK shall issue banks with a licence before they can transact banking business. In addition, a licence shall not be granted to an institution unless the institution meets the minimum capital requirements specified in the Second Schedule of the Act. Currently, the minimum capital of KSh1,000,000,000.00 (one billion Kenyan shilling) is required to start a bank or a mortgage finance company. GTBank Kenya (and

other banks) are required to maintain 10.5 per cent. core capital to total risk-weighted assets, and 14.5 per cent. total capital to risk-weighted assets.

#### *Rescue and Insolvency of Banks under the Banking Act*

In Kenya, the laws pertaining to insolvency of banks include the Companies Act, the Banking Act and Insolvency Act. Pursuant to Section 36 of the Banking Act where an institution becomes insolvent, the CBK may appoint the board established under Section 36 Banking Act to be a liquidator of the institution; and the appointment shall have the same effect as the appointment of a liquidator by the Court under the provisions of the Companies Act.

The Banking Act further provides that a bank shall become insolvent if—

- a. it is deemed to be unable to pay its debts within the meaning of the CA; or
- b. a winding-up order is made against it, or a resolution for creditors' voluntary winding-up is passed, under the CA; or
- c. it is unable to pay sums due and payable to its depositors; or
- d. the CBK determines that the value of its assets is less than the amount of its liabilities.

Also, the Banking Act, by virtue of Section 36 establishes the Deposit Protection Fund Board (**DPF Board**). The principal object of the DPF Board shall be to provide a deposit insurance scheme for customers of member institutions and liquidate and wind up the operations of any bank institution in respect of which the Board is appointed as a liquidator. The Banking Act further stipulates the role of banks in Kenya to ensure the protection of depositors' funds and governs the liquidation of banks respectively.

#### *Kenya Deposit Insurance Act, 2012*

The Kenya Deposit Insurance Act, 2012 (**KDIA**) is an act of parliament enacted to provide for the establishment of a deposit insurance system and for the receivership and liquidation of deposit taking institutions, to provide for the establishment of the Kenya Deposit Insurance Corporation. The Kenya Deposit Insurance Corporation (**KDIC**) is established under Section 4 of the KDIA. KDIC is mandated to provide deposit insurance coverage of up to KSh 500,000 (Five Hundred Thousand Kenyan Shilling) to each depositor of a member institution. The insurance covers all types of deposit accounts. However, protected payment is restricted to one depositor per institution.

#### *GTBank Cote d'Ivoire*

GTBank Côte d'Ivoire was licensed by the Ministry of Finance of Côte d'Ivoire, to conduct commercial banking business and commenced operations in April 2012 under the authorisation of the Banque Centrale des États de l'Afrique de l'Ouest (**BCEAO**) (also known as the Central Bank) of West African Monetary Union (**WAMU**). This authorisation is extendable to the remaining seven countries within the WAMU Zone, namely Benin, Senegal, Togo, Burkina Faso, Niger, Guinea Bissau and Mali.

The BCEAO is responsible for regulating banks and financial institutions, as well as having exclusivity for formulation, implementation of monetary policy, exchange rate policy and transfers of funds within the WAMU Zone. The BCEAO establishes supervisory rules for all financial institutions operating in Côte d'Ivoire and in the WAMU Zone, which are implemented through Regulations, Guidelines and Circulars.

GTBank Cote d'Ivoire is subject to the legal and regulatory framework below:

#### *The West African Monetary Union Convention (WAMU Convention)*

The WAMU Convention lays down the basis for the relationship in terms of the rules governing issuance, the centralisation of foreign exchange reserves, the free circulation of monetary signs and the freedom of transfers between WAMU Member States. The other provisions of the WAMU convention includes: (a) the implementation and control of their financial relations with non-WAMU member states; (b) the general rules for the exercise of the banking and financial profession as well as related activities; (c) payment

systems; (d) the repression of the falsification of monetary signs and the use of falsified signs; and (e) the suppression of money laundering.

In addition, the Framework Law on Banking Regulation applies to credit institutions operating in the WAMU Zone and lays down the basis for banking activity in the area, particularly with regard to obtaining and withdrawing authorisation, prohibitions, conditions, capacities and skills relating to managers/directors, capital, etc.

Further, the Circular N° 02-2017/CB/C relating to the conditions governing the exercise of directors' and officers' functions within credit institutions and financial companies in UMOA region sets out the conditions for the exercise of the functions of directors and officers within institutions operating in the WAMU. It also determines the composition of the file to be sent to the regulator for managers or directors, in the case of a request for exemption from the nationality requirement.

The Circular N°03-2017/CB/C relating to internal control in credit institutions and financial companies in the UMOA sets out the internal control rules applicable to establishments operating in the WAMU. Furthermore, by virtue of the Notice N°001-01-2024 fixing the minimum share capital of banks and financial credit institutions in the member states of the WAMU and at its meeting on 21 December 2023, the WAMU Council of Ministers decided to raise the minimum share capital of banks from €10 billion to €20 billion. The aim of this measure is to strengthen the emergence of solid, competitive banks with a view to enhancing the resilience of the banking sector and meeting the growing need for financing of the WAMU's economies.

Additionally, the Circular N° 01-2017/CB/C on the governance of credit institutions and financial companies in the UMOA region stipulates the minimum rules of governance to be observed by institutions operating in the WAMU. Also, it determines the establishment by the institution of a governance system in line with sound practices and adapted to its size, structure, the nature and complexity of its activities as well as its risk profile.

#### *The Articles of Association of the Central Bank of West African States*

The Central Bank of West African States is entrusted with the following fundamental missions: (a) to define and implement monetary policy within WAMU; (c) to ensure the stability of the WAMU banking and financial system; (c) to promote the smooth operation and ensure the supervision and security of payment systems in WAMU; (d) to implement the exchange rate policy of WAMU under the conditions laid down by the Council of Ministers; and (e) to manage the official foreign exchange reserves of WAMU Member States.

#### *OHADA Convention (Organisation for the Harmonisation of Business Law in Africa) – Uniform Act Relating to Commercial Companies*

The Uniform Act Relating to Commercial Companies (**Uniform Act**) provides information on the shareholding structure of companies. Under the Uniform Act, shareholders are represented in the company according to their contributions at the time of its creation (cash and in-valuable). They have voting rights at general meetings, which must be convoked by the Chairman of the Board of Directors. According to the Uniform Act, any change in the composition of the Board of Directors must be notified to the Registrar of the Commercial Court and the Bank's Trade Register updated. Also, the list of the bank's directors must also be notified to the Registrar of the Commercial Court. The Uniform Act further stipulates that the composition, qualification and minimum number of directors in commercial companies.

In addition, the Uniform Act on General Commercial Law applies to banks in various areas, in particular the registration of companies in the Trade Register and the rules and provisions relating to businesses (commercial sales, goodwill, etc.).

#### *Law No. 2013-450 of 19 June 2013 on the Protection of Personal Data*

The Law No. 2013-450 of 19 June 2013 on the Protection of Personal Data is regulated by the Côte d'Ivoire Telecommunications Regulatory Authority (ARTCI) governs any collection, processing, transmission, storage and use of personal data by a natural person, the state, local state, local authorities, legal entities governed by public or private law under public or private law; any automated or non-automated processing of data contained or to appear in a file; any data processing carried out on national territory; any processing

of data concerning public security, defence, the investigation and prosecution of criminal offences or State security, subject to exemptions defined by specific provisions laid down in other legislation in force.

As an organisation that processes personal data, GTBank Cote d'Ivoire has the following obligations:

- a) obtain authorisation from the data protection authority to process the data;
- b) declare all the data it processes;
- c) comply with all the principles governing the processing of personal data;

In addition to respecting the principles attached to the lawfulness of the collection of personal data, GTBank Cote d'Ivoire is required to grant requests for access, rectification, opposition, deletion and erasure of data formulated by the data subjects and this under the conditions provided for by the law. In addition, GTBank Cote d'Ivoire is obliged to take all precautions with regard to the data, in particular for security and prevention from distortion, damage, and access by third parties.

### ***GTBank UK***

The primary legislative framework for banking and financial services in the UK is set out in the Financial Services and Markets Act 2000 (as amended) (**FSMA**), which prohibits any person from carrying on regulated activities by way of business in the UK without having the relevant permissions. Regulated activities in the UK include, among other things, deposit-taking, securities and derivatives business, activities relating to investment funds, consumer credit and residential mortgage activities, payment services, and insurance underwriting and distribution.

Banks in the UK are authorised by the UK PRA and regulated by both the FCA and the UK PRA. Prudential issues for banks such as capital and liquidity fall within the UK PRA's remit, whereas conduct issues such as mis-selling and market abuse are matters for the FCA. Both the UK PRA and FCA are concerned with a bank's governance and systems and controls. GTBank UK is regulated by the FCA and PRA and is required to comply with a wide range of UK legislation and regulations, including the UK PRA Rulebook (as defined below), the FCA Handbook (as defined below), and various pieces of primary and secondary legislation, much of which derives from EU legislation that has been retained in UK domestic law following the UK's withdrawal from the EU.

Key materials governing banks' relationships with their customers and other third parties based on the different types of products, services and activities include the following:

<b>Activity</b>	<b>Key Materials</b>
Deposit-taking activities	<ul style="list-style-type: none"><li>• The Banking Conduct of Business Sourcebook (<b>COBS</b>) in the FCA's Handbook of Rules and Guidance (<b>FCA Handbook</b>).</li><li>• The Prudential Regulation Authority's Rulebook (<b>UK PRA Rulebook</b>).</li></ul>
Payment services	<ul style="list-style-type: none"><li>• The Payment Services Regulations 2017(<b>PSR</b>).</li></ul>
Lending activities	<ul style="list-style-type: none"><li>• The Consumer Credit Act 1974 (and its secondary legislation).</li><li>• The FSMA (and its secondary legislation).</li><li>• The Consumer Credit Sourcebook in the FCA Handbook.</li></ul>
Investment services	<ul style="list-style-type: none"><li>• The COBS in the FCA Handbook.</li><li>• Markets in Financial Instruments Regulation (<b>UK MiFIR</b>).</li></ul>
Proprietary trading activities	<ul style="list-style-type: none"><li>• UK Market Abuse Regulation (<b>UK MAR</b>).</li><li>• UK Short Selling Regulation (<b>UK SSR</b>)<sup>7</sup></li><li>• Disclosure Guidance and Transparency Rules contained with the FCA Handbook.</li><li>• The COBS in the FCA Handbook</li><li>• The UK PRA Rulebook and</li><li>• The FCA Handbook</li></ul>

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<sup>7</sup> References to UK MiFIR, UK MAR, UK SSR in each case refer to the retained EU law which forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018.

## ***Key Areas of Regulation***

### **Governance Requirements**

The UK PRA expects a bank board to comprise of directors with significant financial services expertise, a sufficient number and quality of independent non-executive directors as well as an independent chairperson, to ensure effective oversight and governance. The Senior Managers and Certifications Regime requires board members and senior managers to obtain regulatory approval prior to commencing a senior management function at a bank. In addition, UK banks are required to maintain various committees that oversee certain areas of the bank's operations, for example, an audit committee, a nominations committee and a risk committee.

### **Capital and Liquidity Requirements**

UK banks must maintain adequate financial resources to ensure their stability and solvency. This requires the bank to hold adequate capital and liquid assets. The minimum amount of capital required is calculated in relation to the risks to which the bank is exposed. For example, a UK bank is required to hold capital against credit risk (loan defaults), market risk (losses from securities and derivatives) and operational risk (IT failures, regulatory issues, etc.). Banks in the UK are required to maintain liquid resources to ensure that liabilities can be met as they fall due and are subject to a liquidity coverage requirement (which requires banks to hold an adequate level of unencumbered, high quality liquid assets to meet obligations during a 30-day stress period). A key aim of these requirements is to ensure that banks are not overly reliant on short-term inter-bank funding, which can be withdrawn with limited notice.

### **Information Technology and Operational Resilience Requirements**

The UK PRA and FCA have introduced rules requiring UK banks to take a more systematic approach to operational resilience. The rules require banks to identify (and prioritise) their important business services, map the resources necessary to deliver those services, set impact tolerances for disruption and set (and meet) standards of operational resilience that incorporate the public interest. By 31 March 2025, a UK bank must have established sound, effective and comprehensive strategies that enable them to address risks to their ability to remain within their impact tolerances in the event of a severe but plausible disruption to operations. The operational resilience framework is complemented by regulatory standards on outsourcing and third-party risk management.

### **Recovery and Resolution Regime**

The domestic recovery and resolution regime under the Banking Act 2009 gives the Bank of England powers to help resolve failing banks where it determines that it is appropriate to do so. The key strategies for resolving banks are bail-in (writing off debts to absorb losses), transferring critical functions to a bridge bank before being sold on, and putting the bank into a modified insolvency regime, which focuses on promoting financial stability and protecting depositors.

More recently, the Bank of England initiated a ***Resolvability Assessment Framework***. This places responsibility on banks to demonstrate to the Bank of England, and publicly, their preparedness for resolution. As part of this, there is a focus on identifying and mitigating any risks to a successful resolution. In the event of a UK-authorized bank facing financial difficulties, the Bank of England will use the criteria set out in the Banking Act 2009 to determine whether it is appropriate to deploy its resolution tools or a modified insolvency procedure.

## PART XIV: DESCRIPTION OF THE SECURITIES

Under the Programme, the Issuer may offer any of the Securities listed below from time to time in one or more offerings.

<b>Equity Securities</b>	<b>Debt Securities</b>	<b>Hybrid Securities</b>
Ordinary Shares	Senior Debt Securities	Convertible Securities
Preference Shares	Subordinated Debt Securities	Contingent Capital Securities
	Non-Convertible Debt Securities	

This Shelf Prospectus describes the general terms of the Securities and the general manner in which these Securities may be offered. These summaries are not intended to be a complete description of each Security. If/when the Issuer decides to offer a particular series of Securities under the Programme, the specific and material terms shall be described in the Applicable Supplementary Prospectus relating to such series of Securities.

The Applicable Supplementary Prospectus will also describe the specific mode through which those Securities will be offered and may also supplement, update or amend information in this Shelf Prospectus. Prospective investors should read this Shelf Prospectus and any relevant Applicable Supplementary Prospectus carefully before investing.

### Equity Securities

*The following describes certain general terms and provisions of the Equity Securities. The particular terms and provisions of the Equity Securities to be offered under the Programme, and the extent to which the general terms and provisions described below may apply to such Equity Securities, will be described in the applicable offer documents. Since the terms of a series of the Equity Securities may differ from the general information provided in this Shelf Prospectus, in all cases an investor should rely on the information in the Applicable Supplementary Prospectus where it differs from information in this Shelf Prospectus.*

#### Ordinary Shares

GTCOPLC's ordinary shares (the **Ordinary Shares**) of a nominal value of ₦0.50 kobo each are governed by the laws of Nigeria.

As at the date of this Shelf Prospectus, the Issuer's issued share capital is ₦14,715,589,612 comprising 29,431,179,224 Existing Ordinary Shares of 50 kobo each. The details of the Existing Ordinary Shares are provided below:

<b>Denomination Currency:</b>	NGN
<b>Status:</b>	Listed
<b>Exchange of Listing:</b>	NGX (Main Board)
<b>Ticker Symbol:</b>	"GTCO"
<b>ISIN:</b>	NGGTCO000002
<b>Country of Register:</b>	Nigeria

By a special resolution passed at the AGM held on 9 May 2024 (the **Shareholders' Resolution**), the Issuer's shareholders authorised the increase of the share capital to ₦22,215,589,612.00 divided into 44,431,179,224 (forty-four billion, four Hundred and thirty-one million, one hundred and seventy-nine thousand, two hundred and twenty-four) Ordinary Shares of ₦0.50 (fifty kobo) each by the creation and addition of 15,000,000,000 (fifteen billion) Ordinary Shares of ₦0.50 (fifty kobo) each (the **New Ordinary Shares**).

Pursuant to the Shareholders' Resolution, the Issuer's board of directors (the **Board**) has been further authorised to issue and allot the New Ordinary Shares under the Programme. With this authorisation, the need to obtain the consent of the shareholders in a duly convened general meeting, which in Nigeria is subject to a statutory notice period of at least 21 days, will not be required for this particular purpose.

Prospective investors are encouraged to read the Articles of Association and the Shareholders' Resolution passed at the AGM.

A certified true copy of the Articles of Association has been filed with the SEC as part of the registration statement of which this Shelf Prospectus forms part and will be available for inspection throughout the Validity Period of this Shelf Prospectus.

The Issuer will describe the terms of offering of any New Ordinary Shares in the Applicable Supplementary Prospectus relating to the relevant series. Those terms may include:

- *Dividends:* Holders of Ordinary Shares are entitled to receive dividends if, as and when recommended by the Directors out of funds legally available for distribution and approved by the shareholders. Pursuant to the SEC Rules, 90 per cent. of unclaimed dividends payable in respect of the Ordinary Shares is invested or otherwise made use of by the Board for the benefit of GTCOPLC until claimed. If a dividend is not claimed after twelve (12) years of it becoming payable, it is forfeited and reverts to the Issuer.
- *Voting Rights:* Each holder of Ordinary Shares is entitled to one vote per Ordinary Share. Subject to the rights, if any, of any series of preference shares, all voting rights are vested in the holders of Ordinary Shares.
- *Rights Upon Liquidation:* In the event of the Issuer's voluntary or involuntary liquidation, dissolution or winding-up, the holders of the Issuer's Ordinary Shares will be entitled to share rateably in any of the Issuer's assets available for distribution after full payment of outstanding debts and after the holders of all series of outstanding preference shares have been paid liquidation preferences in full.
- *Miscellaneous:* Holders of Ordinary Shares have no pre-emptive rights and no right to convert their Ordinary Shares into any other class of Securities of the Issuer or to the benefit of any sinking fund or redemption provisions.

For further information on the rights attached to the Existing Ordinary Shares, see Part [XXVI] "*Extracts from the Memorandum of Association, the Articles of Association and the Deposit Agreement—Extracts from the Memorandum of Association and the Articles of Association—Articles of Association*" of this Shelf Prospectus.

### ***Preference Shares***

As at the date of this Shelf Prospectus, the Issuer has no preference shares in its issued share capital. The following describes certain general terms and provisions of preference shares that the Issuer may issue under the Programme. The specific terms and provisions of a series of the preference shares offered, and the extent to which the general terms and provisions described below may apply thereto, will be described in the Applicable Supplementary Prospectus.

#### ***General Terms***

Preference shares may be issued in one or more series, each with the preferences, limitations, designations, conversion or exchange rights, voting rights, dividend rights, redemption provisions, voluntary and involuntary liquidation rights, optional or other special rights and restrictions as the Directors may determine at the time of issuance.

The Issuer will describe the terms of any series of preference shares being offered in the Applicable Supplementary Prospectus relating to that series of preference shares. Those terms may include:

- the number of shares being offered;
- the title and liquidation preference per share;
- the purchase price;
- the dividend rate or method for determining the rate;
- the dates on which the dividends will be paid;



- whether dividends will be cumulative or non-cumulative and, if cumulative, the dates on which the dividends will begin to accumulate;
- any applicable redemption or sinking fund provisions;
- any applicable conversion provisions; and
- any additional rights and restrictions to that series of preference shares.

### *Rights*

The rights of the ordinary shareholders are subject to any rights and preferences of any series of preference shares which might be issued under this Programme.

As a holding company, the Issuer's rights and the rights of holders of its Securities, including holders of preference shares, to participate in the assets of any Subsidiary upon its liquidation or recapitalisation will be subject to the prior claims of such Subsidiary's creditors and preference shareholders, except to the extent that the Issuer may itself be a creditor with recognised claims against such Subsidiary or holder of preference shares of such Subsidiary.

### *Dividends and Other Payments*

The holders of preference shares will be entitled to receive dividends in accordance with the terms of issuance, if recommended by the Directors and approved by the shareholders. The Applicable Supplementary Prospectus will specify the dividend rate and dates on which dividends will be payable.

The rate may be fixed or variable or both. If the dividend rate is variable, the Applicable Supplementary Prospectus will describe the formula used in determining the dividend rate for each dividend period.

The Issuer will pay dividends to the holders of record as they appear on the Register on the record dates fixed by the Directors. The Issuer may pay dividends in the form of cash, preference shares (of the same or a different series) or Ordinary Shares of the Issuer, in each case as specified in the Applicable Supplementary Prospectus.

Any series of preference shares will, with respect to the priority of payment of dividends, rank senior to all classes of Ordinary Shares or any class of preference shares the Issuer issues that specifically provides that it will be junior to such preference shares in respect to dividends, whether or not the preference shares are designated as cumulative or non-cumulative.

The Applicable Supplementary Prospectus will state whether dividends on any series of preference shares are cumulative or non-cumulative. If the Directors do not recommend a dividend payable on a dividend payment date on any non-cumulative preference shares or dividends is not approved by the shareholders, then the holders of that series of preference shares will not be entitled to receive a dividend for that dividend period, and the Issuer will have no obligation to pay any dividend for that dividend period, even if the Directors declare a dividend on that series payable in the future.

Dividends on any series of cumulative preference shares will accrue from the date of issuance or the date specified in the Applicable Supplementary Prospectus.

The Directors will not declare and pay a dividend on the Issuer's Ordinary Shares or on any class or series of Securities ranking subordinate as to dividends to a series of preference shares (other than dividends payable in Ordinary Shares or in any class or series of Securities ranking subordinate as to dividends and assets to such series), until the Issuer has paid in full dividends for all past periods on all outstanding senior ranking cumulative preference shares and has declared a current dividend on all preference shares ranking senior to that series. If the Issuer does not pay in full dividends for any dividend period on all preference shares ranking equally as to dividends, all such shares will participate rateably in the payment of dividends for that period in proportion to the full amounts of dividends to which they are entitled.

The Issuer is a FHC that conducts all its operations through the Operating Entities. Dividends from the Operating Entities are the primary source of funds for payment of dividends to holders of preference shares. As a result, the Issuer's ability to make dividend payment on any issue of preference shares will depend on the receipt of dividends and other distributions from the Operating Entities.

There could be regulatory restrictions on the ability of the Operating Entities to pay dividends or make other payments to the Issuer, and those restrictions can vary among the different Operating Entities based on their profitability, financial condition, applicable laws and regulations in the respective jurisdictions, evolution of their respective capital adequacy positions and other factors.

#### *Voting Rights*

Except as provided in this Shelf Prospectus or in an Applicable Supplementary Prospectus, or as required by applicable law, the holders of preference shares may have weighted voting rights in certain circumstances. Holders of preference shares do not have cumulative voting rights. The Issuer will not be required to obtain any consent of holders of a series of preference shares of a series in connection with the authorisation, designation, increase or issuance of any preference shares that rank junior or equal to the preference shares of such series with respect to dividends and liquidation rights.

#### *Rights Upon Liquidation*

In the event of the voluntary or involuntary liquidation of the Issuer, the holders of each outstanding series of preference shares will be entitled to receive liquidating distributions before any distribution is made to the holders of the Ordinary Shares or of any class or series of Securities ranking subordinate to that series, in the amount fixed by the Directors for that series and described in the Applicable Supplementary Prospectus, plus, if dividends on that series are cumulative, accrued and unpaid dividends.

#### *Redemption*

The Applicable Supplementary Prospectus will indicate whether the series of preference shares offered pursuant to this Shelf Prospectus and the Applicable Supplementary Prospectus is subject to redemption in the following manner: in whole or in part, whether at the Issuer's option or mandatorily and whether or not pursuant to a sinking fund. The redemption provisions that may apply to a series of preference shares offered, including the redemption date, the redemption prices for that series and whether those redemption prices will be paid in cash, Ordinary Shares or a combination of cash and Ordinary Shares, will be set forth in the Applicable Supplementary Prospectus.

If the redemption price is to be paid only from the proceeds of the sale of Securities, the terms of the series of preference shares may also provide that, if the Securities are not sold or if the amount of cash received is insufficient to pay in full the redemption price then due, the series of the preference shares will automatically be converted into Ordinary Shares or units of the applicable Securities pursuant to conversion provisions specified in the Applicable Supplementary Prospectus.

If the Issuer is redeeming fewer than all the outstanding preference shares of any series, whether by mandatory or optional redemption, the Directors will determine the method of selecting the preference shares to be redeemed, which (unless otherwise specified in the Applicable Supplementary Prospectus) may be by lot or pro rata or in such other manner as the Directors determine to be equitable subject to complying with the Articles of Association and applicable laws. From and after the redemption date, dividends will cease to accumulate on the preference shares called for redemption up to the redemption date and all rights of the holders of those shares, except the right to receive the redemption proceeds, will cease.

If the Issuer fails to pay full dividends, including accumulated but unpaid dividends, if any, on any series of preference shares offered, the Issuer may not redeem that series in part and may not purchase or acquire any preference shares of that series, except by a purchase or exchange offer made on the same terms to all holders of that series.

#### **Debt Securities**

*The following is a summary of the general terms of the Debt Securities. It sets forth possible terms and provisions for each series of Debt Securities. The Issuer will prepare and file an Applicable Supplementary Prospectus with the SEC for each time that the Issuer offers Naira-denominated Debt Securities or with a relevant competent authority for offers of U.S. dollar-denominated Debt Securities.*

*The Applicable Supplementary Prospectus may contain additional terms and provisions of those Debt Securities and should be read carefully. If there is any inconsistency between the terms and provisions presented in this Shelf Prospectus and those in an Applicable Supplementary Prospectus, the terms and provisions in the Applicable Supplementary Prospectus will apply and will replace those presented in this Shelf Prospectus.*

*Because this section is a summary, it does not describe every aspect of the Debt Securities that may be issued pursuant to the Shelf Prospectus in detail. This summary is subject to, and qualified by reference to, all of the definitions and provisions of any relevant Trust Deed, any supplement to a relevant Trust Deed and each series of Debt Securities.*

The Debt Securities will be direct unsecured obligations of the Issuer, ranking *pari passu* and rateably with, or junior to, other subordinated indebtedness of the Issuer from time to time issued and outstanding (other than subordinated indebtedness that has been further subordinated in accordance with its terms).

The Issuer reserves the right to set forth in an Applicable Supplementary Prospectus, specific variable terms of any offering of Debt Securities, which are not within the options and parameters set forth in this Shelf Prospectus. The Applicable Supplementary Prospectus that will accompany this Shelf Prospectus will set forth the terms and other information with respect to the offering of Debt Securities being made thereby. Unless otherwise specified in the Applicable Supplementary Prospectus, each offering of Debt Securities will be issued in “book-entry only” or dematerialised form.

The Issuer may issue, from time to time, Debt Securities, in one or more series that may consist of either senior debt, senior subordinated debt, subordinated debt, or junior subordinated debt or Debt Securities of an equivalent or similar class as the aforementioned.

#### ***Senior Debt Securities***

Payment of the principal of, and premium, if any, and interest on, Senior Debt Securities will rank *pari passu* with the Issuer’s other unsecured and unsubordinated indebtedness.

#### ***Subordinated Debt Securities***

Payment of the principal of, and premium, if any, and interest on, Subordinated Debt Securities will be subordinated and junior in right of payment to the prior payment in full of all of the Issuer’s unsubordinated and senior subordinated debt. The Issuer will set out in the Applicable Supplementary Prospectus relating to any Subordinated Debt Securities, the subordination terms of such Securities as well as the aggregate amount of outstanding indebtedness, as of the most recent practicable date, that by its terms would be senior to the Subordinated Debt Securities. The Issuer may also set out in such Applicable Supplementary Prospectus, limitations, if any, on issuance of additional debt ranking senior to the Subordinated Debt Securities.

#### ***Trust Deed(s)***

The Debt Securities of any series will be either the Issuer’s direct, unsecured senior obligations (the **Senior Debt Securities**) or its direct, unsecured subordinated obligations (the **Subordinated Debt Securities**). The Subordinated Debt Securities will either have a stated maturity (the **Dated Subordinated Debt Securities**) or will not have a stated maturity (the **Undated Subordinated Debt Securities**). Some Undated Subordinated Debt Securities may be entirely or partially convertible, at the Issuer’s option.

The Senior Debt Securities, Dated Subordinated Debt Securities and Undated Subordinated Debt Securities will be constituted under separate trust deeds (respectively, the Senior Debt Securities Trust Deed, Dated Subordinated Debt Securities Trust Deed and Undated Subordinated Debt Securities Trust Deed) between the Issuer and trustee(s) to be specified in an Applicable Supplementary Prospectus. The Senior, Dated and Undated Debt Trust Deeds are sometimes referred to in this section of the Shelf Prospectus individually as a Trust Deed and collectively as the Trust Deeds. The terms of the Debt Securities shall include those stated in a relevant Trust Deed and any supplemental trust deeds thereto.

The terms of each series of Debt Securities will be established by or pursuant to a resolution of the Directors and set forth or determined in the manner provided in a resolution of the Directors. The particular

terms of each series of Debt Securities will be described in the Applicable Supplementary Prospectus relating to such series (including any pricing supplement or term sheet).

The Issuer may issue such amount of Debt Securities that may be in one or more series with the same or various maturities, at par, at a premium, or at a discount.

The Issuer will set forth in an Applicable Supplementary Prospectus (including any pricing supplement or term sheet) relating to any series of Debt Securities being offered, the aggregate principal amount and the terms of the Debt Securities. The terms may include (as applicable):

- the title and ranking of the Debt Securities (including the terms of any subordination provisions);
- the price or prices (expressed as a percentage of the principal amount) at which the Debt Securities will be offered;
- any limit on the aggregate principal amount of the Debt Securities;
- the date or dates on which the principal of the Debt Securities of the series is payable;
- the rate or rates (which may be fixed or floating) per annum or the method used to determine the rate or rates (including any stock exchange index or financial index) at which the Debt Securities will bear interest, the date or dates from which interest will accrue, the date or dates on which interest will commence and be payable and any regular record date for the interest payable on any interest payment date;
- the place or places where principal of, and interest, if any, on the Debt Securities will be payable (and the method of such payment), where the Securities of such series may be surrendered for registration of transfer or exchange, and where notices and demands to the Issuer in respect of the Debt Securities may be delivered;
- the period or periods within which, the price or prices at which and the terms and conditions upon which the Debt Securities may be redeemed (if applicable);
- any obligation on the Issuer to redeem or purchase the Debt Securities pursuant to any sinking fund or analogous provisions or at the option of a holder of Debt Securities and the period or periods within which, the price or prices at which and in the terms and conditions upon which Debt Securities of the series shall be redeemed or purchased, in whole or in part, pursuant to such obligation;
- the dates on which and the price or prices at which the Issuer will repurchase Debt Securities at the option of the holders of Debt Securities and other detailed terms and provisions of these repurchase obligations;
- the denominations in which the Debt Securities will be issued, if other than denominations of \$1,000 (or equivalent amount in Nigerian Naira) and any integral multiple thereof;
- whether the Debt Securities will be issued in the form of certificated Debt Securities or global Debt Securities;
- the portion of principal amount of the Debt Securities payable upon declaration of acceleration of the maturity date, if other than the principal amount;
- the currency of denomination of the Debt Securities, which may be USD or NGN, and if such currency of denomination is a composite currency, the agency or organisation, if any, responsible for overseeing such composite currency;
- the designation of the currency in which payment of principal of, premium and interest on the Debt Securities will be made;
- if payments of principal of, premium or interest on the Debt Securities will be made in one or more currencies or currency units other than that or those in which the Debt Securities are denominated, the manner in which the exchange rate with respect to these payments will be determined;

- the manner in which the amounts of payment of principal of, premium, if any, or interest on the debt securities will be determined, if these amounts may be determined by reference to an index based on a currency or currencies other than that in which the Debt Securities are denominated or designated to be payable or by reference to a stock exchange index or financial index;
- any provisions relating to any security provided for the Debt Securities;
- any events of default or default which will apply to the Debt Securities;
- any addition to, deletion of or change in the covenants described in this Shelf Prospectus or in the trust deed with respect to the Debt Securities;
- any depositaries, interest rate calculation agents, exchange rate calculation agents or other agents with respect to the Debt Securities;
- the provisions, if any, relating to conversion or exchange of any securities of such series, including if applicable, the conversion or exchange price and period, provisions as to whether conversion or exchange will be mandatory, the events requiring an adjustment of the conversion or exchange price and provisions affecting conversion or exchange;
- any other terms of the Debt Securities, which may supplement, modify or delete any provision of the trust deed as it applies to that series, including any terms that may be required under applicable law or regulations or advisable in connection with the marketing of such Debt Securities; and
- the governing law applicable to that series of Debt Securities.

### **Hybrid Securities**

*The following is a summary of the general terms of the Hybrid Securities. It sets forth possible terms and provisions for any issue of Hybrid Securities under this Shelf Prospectus. The Issuer will prepare and file an Applicable Supplementary Prospectus with the SEC for each time that the Issuer offers Naira-denominated Hybrid Securities or with a relevant competent authority for offers of U.S. dollar-denominated Hybrid Securities.*

*The Applicable Supplementary Prospectus may contain additional terms and provisions of those Hybrid Securities and should be read carefully. If there is any inconsistency between the terms and provisions presented in this Shelf Prospectus and those in an Applicable Supplementary Prospectus, the terms and provisions in that Applicable Supplementary Prospectus will apply and will replace those presented in this Shelf Prospectus.*

*Because this section is a summary, it does not describe every aspect of the Hybrid Securities that may be issued pursuant to the Shelf Prospectus in detail. This summary is subject to, and qualified by reference to, all of the definitions and provisions of any relevant Trust Deed, any supplement to a relevant Trust Deed and each issue of Hybrid Securities.*

### **Convertible Securities**

The Applicable Supplementary Prospectus will state the terms, if any, on which any series of preference shares offered under the Programme are convertible into Ordinary Shares or other Securities. As described under “—Redemption” above, under certain circumstances, preference shares may be mandatorily convertible into the Issuer’s Ordinary Shares or another series of preference shares.

### **Contingent Capital Securities**

The Contingent Capital Securities described herein are also Debt Securities. However, because they have certain unique “hybrid” terms that, if issued, will qualify as “Additional Tier 1” regulatory capital for the purposes of the Capital Regulations, the Securities are discussed separately hereunder.

Contingent Capital Securities will not be deposit liabilities of GTCOPLC (or any of the Banking Subsidiaries) and will not be insured by any regulatory body in Nigeria or in any other jurisdiction.

As a holding company, the Issuer’s rights to participate in the assets of any of its Subsidiaries upon its liquidation will be subject to the prior claims of the Subsidiaries’ creditors, including, in the case of the

Banking Subsidiaries, their respective depositors, except, in the Issuer's case, to the extent that the Issuer may itself be a creditor with recognised claims against the relevant Subsidiary.

Each series (one or more series or units comprised of two or more related series) of Contingent Capital Securities under the Programme will be constituted under a trust deed between the Issuer, a trustee and a registrar as specified in the Applicable Supplementary Prospectus (a **Contingent Capital Securities Trust Deed**).

The Contingent Capital Securities Trust Deed will not limit the amount of Contingent Capital Securities that may be issued by the Issuer under the Programme (subject to the Programme Size).

The Applicable Supplementary Prospectus will indicate the following terms:

- the issue date;
- the maturity date (if any) or perpetual (i.e., without a maturity date);
- the specific designation and aggregate principal amount of the Contingent Capital Securities;
- any limit on the aggregate principal amount of the Contingent Capital Securities that may be authenticated or delivered;
- the person to whom any interest on any contingent capital security may be payable, if other than the holder on the relevant record date;
- whether the Contingent Capital Securities are intended to qualify as capital for capital adequacy purposes;
- the ranking of the Contingent Capital Securities relative to the Issuer's debt and equity, including to what extent they may rank junior in right of payment to other of the Issuer's obligations or in any other manner, if different from the relevant provisions in the Contingent Capital Securities Trust Deed;
- the prices at which the Contingent Capital Securities will be issued;
- if interest is payable, the interest rate or rates, or how to calculate the interest rate or rates, and under what circumstances interest is payable;
- provisions, if any, for the cancellation of any interest payment at the Issuer's discretion or under other circumstances, if different from the interest cancellation provisions and restrictions on interest payments set forth in the Contingent Capital Securities Trust Deed;
- limitations, if any, on the Issuer's ability to pay principal or interest in respect of the Contingent Capital Securities, including situations whereby the Issuer may be prohibited from making such payments;
- provisions, if any, for write-downs in the principal amount of the Contingent Capital Securities and the effect, if any, of such write-downs on interest payable on such Contingent Capital Securities and any additional or other provisions relating to such write-down, including any triggering event that may give rise to such write-down (which may include, but shall not be limited to, certain regulatory capital events) and the terms upon which such write-down should occur;
- provisions, if any, for the discharge and defeasance of Contingent Capital Securities of any series;
- any condition applicable to payment of any principal, premium or interest on Contingent Capital Securities of any series;
- the dates and places at which any payments are payable;
- the places where notices, demands to or upon the Issuer in respect of the Contingent Capital Securities may be served and notice to holders may be published;
- the terms of any mandatory or optional redemption and related notices;

- provisions, if any, for terms on which the Contingent Capital Securities may or will be converted at the Issuer’s option or otherwise into Ordinary Shares or other securities of GTCOPLC (the **Conversion Securities**), and, if so, the nature and terms of the Conversion Securities into which such Contingent Capital Securities are convertible and any additional or other provisions relating to such conversion, including any triggering event that may give rise to such conversion (which may include, but shall not be limited to, certain regulatory capital events) and the terms upon which such conversion should occur;
- any terms relating to the adjustment of the Conversion Securities into which the Contingent Capital Securities may be converted; and
- Contingent Capital Securities may bear interest at a fixed rate or a floating rate or the Issuer may issue Contingent Capital Securities that bear no interest or that bear interest at a rate below the prevailing market interest rate.

The Applicable Supplementary Prospectus will describe tax considerations applicable to Contingent Capital Securities. Unless the Applicable Supplementary Prospectus provides otherwise, the Contingent Capital Securities and Contingent Capital Securities Trust Deed will be governed by and construed in accordance with Nigerian law or English law.

Holders of Contingent Capital Securities have no voting rights except as provided in the Contingent Capital Securities Trust Deed under “—*Modification and Waiver*,” “—*Contingent Capital Enforcement Events and Remedies*,” “—*Trustee’s Duties*” and “—*Limitation on Suits*. ”

## PART XV: DESCRIPTION OF GLOBAL DEPOSITARY RECEIPTS

*Prospective investors should note that this Shelf Prospectus does not constitute a prospectus for purposes of FSMA and the UK Prospectus Regulation Rules and has not been approved by the FCA pursuant to Section 85 of FSMA.*

### The Existing GDRs

The Issuer has the Existing GDRs, with the symbol “GTCO”, which are admitted to the Official List of the FCA and admitted to trading on the LSE’s main market for listed securities.

As at the date of this Shelf Prospectus, there are 1,354,664,050 Ordinary Shares in the Issuer’s issued share capital representing the underlying shares in relation to 27,093,281 Existing GDRs at a ratio of fifty Ordinary Shares to one GDR under a deposit agreement between the Issuer and JP Morgan Chase, N.A as Depositary dated June 25, 2021, as may be amended or supplemented (the **Deposit Agreement**).

Details of the Existing GDRs are provided below:

<b>Deposited Property:</b>	Ordinary Shares	
<b>Currency of Depositary Receipts:</b>	USD	
<b>Status:</b>	Listed	
<b>Listing Exchange:</b>	LSE (Main Market)	
<b>Ticker Symbol:</b>	“GTCO”	
<b>Format</b>	Regulation S	Rule 144A
<b>CUSIP:</b>	401275201	401275102
<b>ISIN:</b>	US4012752014	US4012751024
<b>SEDOL:</b>	BMBZXZ3	
<b>Country of Register:</b>	USA	

The Depositary is not involved, directly or indirectly, with the affairs, organisation or management of the Issuer and is not responsible for the preparation of this Shelf Prospectus and accepts no responsibility for any information contained in this Shelf Prospectus.

For further information on the Deposit Agreement, see Part [XXVI] “*Extracts from the Memorandum of Association, the Articles of Association and the Deposit Agreement—Extract from the Deposit Agreement Relating to the Existing GDRs*” of this Shelf Prospectus.

A certified true copy of the Deposit Agreement has been filed with the SEC as part of the registration statement of which this Shelf Prospectus forms part and will be available for inspection throughout the Validity Period of this Shelf Prospectus.

### Deposit and Issuance of GDRs

*The following is a summary of the general terms of GDRs that may be issued by the Issuer. This summary is subject to, and qualified by reference to, all the definitions and provisions of a deposit agreement under which the relevant depositary will issue GDRs.*

A GDR is a U.S. dollar-denominated instrument evidencing a specific number of depositary shares (the **Depositary Shares**), each of which evidence rights or interests in Ordinary Shares or preference shares (the **GDR Underlying Shares**). Such Depositary Shares are deposited with a custodian to arrange for the issuance of GDRs by the depositary in accordance with the terms of the relevant deposit agreement.

Subject to the terms of the Deposit Agreement, each owner of a Depositary Share will be entitled in proportion to the applicable right or interest in the Underlying Shares, to all the powers, preferences and rights of the Underlying Shares of that Depositary Share, in proportion to the applicable rights or interests in the Underlying Shares which those Depositary Shares represent. Those rights or interests might include dividend, voting, redemption, conversion and liquidation rights.



### *Dividends and Other Distributions*

The depositary will distribute all cash dividends or other cash distributions received in respect of the Underlying Shares to the record holders of Depositary Receipts in proportion to the number of Depositary Shares owned by those holders.

If the Issuer makes a distribution other than in cash, the depositary will distribute property received by it to the record holders of the Depositary Receipts that are entitled to receive the distribution as nearly as practicable in proportion to the number of Depositary Shares held by each holder, unless the depositary determines that it is not feasible to make the distribution. If this occurs, the depositary may, with the Issuer's approval, adopt a method of distribution that it deems practicable, including the sale of the property and distribution of the net proceeds from the sale to the applicable holders of the Depositary Receipts.

### **Redemption of Depositary Shares**

Upon redemption, in whole or part, of the preference shares under the Underlying Shares that are held by the depositary, the depositary will redeem, as of the same redemption date, the number of Depositary Shares representing the Underlying Shares so redeemed. The redemption price per Depositary Share will be equal to the applicable interest of the redemption price per share payable with respect to that series of preference shares.

Depositary Shares called for redemption will no longer be outstanding after the applicable redemption date, and all rights of the holders of those Depositary Shares will cease, except the right to receive any money, securities, or other property upon surrender to the depositary of the Depositary Receipts evidencing those Depositary Shares.

### **Voting**

Upon receipt of notice of any meeting at which the holders of the Underlying Shares are entitled to vote, the depositary will mail the information contained in the notice of meeting to the record holders of the Depositary Shares. Each record holder of those Depositary Shares on the record date, which will be the same date as the record date for the Underlying Shares, will be entitled to instruct the depositary as to the exercise of the voting rights pertaining to the number of Underlying Shares relative to the holder's Depositary Shares.

The depositary will try, to the extent practicable, to vote the number of Underlying Shares in accordance with those instructions. The Issuer will agree to take all reasonable action requested by the depositary to enable it to vote as instructed. The depositary will not vote the Underlying Shares to the extent it does not receive specific instructions of the holders of Depositary Shares representing the Underlying Shares.

## **PART XVI: PLAN OF DISTRIBUTION OF THE SECURITIES**

### **Naira Denominated Securities**

The Issuing Houses are authorised and regulated in Nigeria as capital market operators and are duly registered with the SEC. The Issuing Houses will, in respect of any specific issuance, act exclusively for the Issuer and the investors, and no one else in connection with the Shelf Prospectus and will not regard any other person (whether or not a recipient or reader of this Shelf Prospectus) as its clients in relation to the Programme and will not be responsible for providing the protections afforded to its clients nor for giving advice in relation to the Programme or any transaction, arrangement or other matter referred to in this Shelf Prospectus.

In connection with the Programme and subject to applicable legal requirements, the Issuing Houses and any of their affiliates acting as an investor for its own account may take up the Securities in the Shelf Prospectus and in that capacity may retain, purchase or sell for its own account any of the Issuer's other securities or related investments and may offer or sell the securities or other investments otherwise than in connection with the Shelf Prospectus or Applicable Supplementary Prospectus. Accordingly, references in this Shelf Prospectus to the Securities being offered or placed should be read as including any offering or placement of securities to the Issuing Houses and any of their affiliates acting in such capacity. None of the Issuing Houses or affiliates intend to disclose the extent of any such investment or transaction otherwise than in accordance with any legal or regulatory obligation to do so. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the offer is made by Issuing Houses or any of its affiliates who is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Issuing House or its affiliates on behalf of the Issuer in such jurisdiction.

The Issuing Houses and any of their affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to, the Issuer for which it would have received customary fees. The Issuing Houses and any of their Affiliates may provide such services to the Issuer and any of its affiliates in the future.

All of the Issuing Houses and any of their respective affiliates, in each case acting as an investor for its or their own account(s), may subscribe for any Securities that may be issued under the Programme and, in that capacity, may retain, purchase, offer, sell or otherwise deal for its or their own account(s) in such Securities, any other securities of the Issuer or other related investments otherwise than in connection with the Programme. In addition, each of the Issuing Houses or any of their respective affiliates may enter into financing arrangements (including swaps, warrants or contracts for difference) with investors in connection with which the Issuing Houses or their respective affiliates may from time to time acquire, hold or dispose of such Securities. None of the Issuing Houses nor any of their respective affiliates, intends to disclose the extent of any such investment or transactions otherwise than in accordance with any applicable legal or regulatory requirement to do so.

Each of the Issuer and the Issuing Houses reserve the right in their own absolute discretion to reject any offer to subscribe for or purchase any of the Securities that may be issued under the Programme that they or their respective affiliates believe may give rise to a breach or violation of any laws, rules or regulations.

### **U.S. Dollar Denominated Securities**

The Issuer may sell the Securities pursuant to negotiated transactions. The Issuer may sell the Securities separately or together:

- directly through one or more issuing houses, underwriters or dealers in public offerings;
- through agents; and/or
- directly to one or more purchasers in private placements.

The GTCOPLC Group may distribute the Securities from time to time in one or more transactions:

- at fixed price(s) or prices, which may be changed;
- at market prices prevailing at the time of sale;

- at prices related to such prevailing market prices; or
- at negotiated prices.

The Issuer may solicit directly offers to purchase the Securities on the basis of the information in this Shelf Prospectus together with the Applicable Supplementary Prospectus issued in connection with the Securities offered at such time. The Issuer may also designate agents to solicit offers to purchase the Securities from time to time. The Issuer may sell the Securities being offered by this Shelf Prospectus by any method permitted by law. Details in respect of any offering of Securities, including the appointment of any agents, will be set out in the Applicable Supplementary Prospectus.

If the Issuer decides to use a placing agent and/or an underwriter in the offer of any Securities described in this Shelf Prospectus, the Issuer will enter into a placing agreement and/or an underwriting agreement with placing agent(s) and/or underwriter(s) at the time of sale and the Issuer will provide the name(s) of any placing agent(s) and/or underwriter(s) in the Applicable Supplementary Prospectus that the placing agent(s) and/or underwriter(s) will use to make resales of the Securities to the public. In connection with the offer of the Securities, the Issuer or the purchasers of Securities for whom the placing agent(s) and/or underwriter(s) may act as agent may compensate the placing agent(s) and/or underwriter(s) in the form of commissions. Details of any such compensation will be specified in the Applicable Supplementary Prospectus.

Any such placing agreements and/or underwriting agreements may also contain customary conditions, termination rights in favour of the placing agents and underwriters as well as indemnity provisions. The material terms of any such agreements will be summarised in the Applicable Supplementary Prospectus.

The Securities may or may not be listed on a securities exchange. To facilitate the offering of Securities, certain persons participating in any offering of Securities may, in accordance with applicable law, engage in transactions that stabilize, maintain or otherwise affect the price of the Securities. This may include over-allotments or short sales of the Securities. If any stabilisation activity is undertaken in respect to an offering and sale of Securities, relevant details will be disclosed in the Applicable Supplementary Prospectus.

The Issuer may enter into derivative transactions with third parties, or sell securities not covered by this Shelf Prospectus and the Programme to third parties in privately negotiated transactions. If the Applicable Supplementary Prospectus so indicates, in connection with any derivative transaction, the third parties may sell Securities covered by this Shelf Prospectus and the Applicable Supplementary Prospectus, including in short sale transactions.

## **PART XVII: USE OF PROCEEDS**

The net proceeds from the offer of Securities, unless stated otherwise in an Applicable Supplementary Prospectus, may be utilised for general corporate purposes, including, but not limited to, (i) the growth and expansion of the GTCOPLC Group's businesses and (ii) the further strengthening the GTCOPLC Group's capital base. Such planned growth and expansion of the GTCOPLC Group's businesses may occur through the development of existing operations, the establishment of new subsidiaries and/or acquisitions of suitable opportunities should they arise.

## PART XVIII: TAXATION

*The summary below does not purport to be comprehensive and does not constitute advice on tax to any actual or prospective investor in the Securities. In particular, it does not constitute a representation by the Issuer or its advisers on the tax consequences attaching to a purchase of the Securities. Tax considerations that may be relevant to a decision to acquire, hold or dispose of the Securities and the tax consequences applicable to each actual or prospective purchaser of the Securities may vary. Any actual or prospective purchaser of the Securities who intends to ascertain his/her tax position should seek independent professional advice from his/her preferred professional advisers as to the tax consequences arising from purchasing the Securities bearing in mind his/her peculiarities. Neither the Issuer nor its advisers shall be liable to any purchaser of the Securities in any manner for placing reliance upon the contents of this section.*

*Except as otherwise indicated, this summary only addresses Nigerian tax legislation, in effect and in force at the date hereof, as interpreted and applied by the Nigerian courts or tax authorities in Nigeria, without prejudice to any amendments introduced at a later date and implemented with or without retroactive effect. Additional information relating to taxation may be set forth in any Applicable Supplementary Prospectus and, before making an investment decision, a prospective investor should carefully consider such information in the relevant Applicable Supplementary Prospectus. Prospective investors who are in any doubt about their tax position or who are resident or may otherwise be subject to taxation in a jurisdiction other than Nigeria, should consult their own professional advisers.*

### **In Relation to the Equity Securities**

#### *Taxation of Capital Gains*

According to section 2 of the *Finance Act, 2021* (which amends section 30(1) of the Nigerian *Capital Gains Tax Act*, Chapter C1, LFN, 2004), the gains accruing to any person on disposal of its shares in any Nigerian company shall be subject to capital gains tax, except where the proceeds from such disposal (a) fall below the sum of ₦100,000,000 in any 12 (twelve) consecutive calendar months *provided that* the person making the disposal shall render appropriate returns to the tax authorities on an annual basis; or (b) are reinvested within the same year of assessment in the acquisition of shares in the same or other Nigerian companies. Consequently, capital gains tax may be payable in Nigeria on any gains which may be realised by the seller of the Equity Securities.

#### *Taxation of Dividends Paid on Shares*

Withholding tax is paid on dividends in Nigeria and the Issuer is required by virtue of (a) Section 80 of the *Companies Income Tax Act*, Chapter C21, LFN, 2004 (**CITA**) (as amended) to withhold tax at the rate of 10 per cent. on the sum to be distributed as dividends to its corporate shareholders (and individual shareholders resident outside Nigeria) and remit same to the Federal Inland Revenue Service (**FIRS**) and (b) Section 71 of the *Personal Income Tax Act*, Chapter P8, LFN, 2004 (as amended), to withhold tax at the rate of 10 per cent. on the sum to be distributed as dividends to its individual shareholders and remit same to the relevant State Internal Revenue Service in the state in which each individual shareholder is resident in Nigeria or to the Federal Inland Revenue Service in the case of corporate shareholders. The tax withheld on such dividends and remitted to the appropriate tax authority will be the final tax on that income in Nigeria.

As a result, dividends received by a foreign investor from its investment in the Equity Securities will be subject to withholding tax under Nigerian law at the rate of 10 per cent. Where the recipient of such dividend is an individual or a company resident in a country with which Nigeria has a double taxation agreement (DTA), withholding tax may become applicable at 7.5 per cent. or 10 per cent.

Nigeria has entered into effective double taxation treaties with Belgium, Canada, China, Czech Republic, France, Netherlands, Pakistan, Philippines, Romania, Singapore, Slovakia, South Africa, Spain and the United Kingdom.

Pursuant to the Information Circular on the Claim of Tax Treaties Benefits and Commonwealth Tax Relief in Nigeria issued by the FIRS on 11 May 2022, the WHT rate under the Nigerian tax laws will be the applicable rate on dividends, interests and royalties paid to residents of treaty countries, except where the rates in the tax laws exceed the maximum rate under the DTA, in which case, the maximum rate specified

in the DTA will apply. Effectively, all DTA countries including the United Kingdom, France and Canada, will be subjected to WHT rate of 10 per cent. on dividends, except for China and Singapore, which will continue to enjoy the 7.5 per cent. rate. Further, the 7.5 per cent. rate will apply to South Africa, Sweden and Spain only where the recipient company controls up to 10 per cent. and above of the voting powers of the Nigerian company paying the dividends.

In order to avail themselves of the treaty relief, eligible recipients of dividends have to provide the Issuer with a document issued by the tax authority of their country of residence confirming their tax residence in a treaty jurisdiction. Investors resident in a country with whom Nigeria has a double tax treaty are further advised to consult their tax advisers on how to claim the status for purposes of their dividends from the Issuer. If relevant documents are not made available to the Issuer (such as the certificate of residence duly endorsed by the relevant tax authority of the contracting state) prior to the date of payment of dividends, then the Issuer will withhold tax on such dividends at the standard 10 per cent. rate and account for the withheld amounts to the relevant authority. Furthermore, the Finance Acts of 2019 and 2020, amend the provisions of the CITA to the effect that dividends paid out of retained earnings of a company where such dividends have been paid out of profits which have already been subject to tax under CITA, from income exempted from tax under any statute or from franked investment income, shall not be liable to pay further taxes.

### *Stamp Duty*

The Nigerian *Stamp Duties Act*, Chapter S8, LFN 2004 (as amended) (**Stamp Duties Act**) requires payment of duties on certain instruments including deeds of assignment, mortgages, conveyance or transfer on sale of any property and powers of attorney. The legal effect of a document which is not duly stamped is that it will not be admissible in evidence in a court of law and will not be available for any purpose whatsoever in any civil proceedings in Nigeria. In addition, if the document is liable to *ad valorem* stamp duty, it will be an offence if such document is not stamped. An unstamped or insufficiently stamped document may be stamped after the prescribed period for stamping and the Commissioner for Stamp Duties may impose the applicable penalties for late stamping before the documents are stamped. Whilst instruments for the transfer of shares are exempted from the payment of stamp duties, agreements relating to the sale or purchase of shares attract stamp duty. When shares are traded on the floor of NGX, each of the buyer and the seller is currently liable to pay stamp duties at the rate of 0.08 per cent. of the purchase consideration as part of the customary fees and charges payable on such trade. Investors are therefore advised to enquire as to the current level of all such transaction costs before incurring them when trading their Equity Securities.

By virtue of the *Finance Act, 2019*, as relates to the *Stamp Duties Act*, an “instrument” is now defined to include “electronic documents”. Prior to this amendment, the definition of “instrument” was limited to only “written documents”. Section 22 of the Stamp Duties Act requires instruments executed in Nigeria to be stamped in order for same to be admissible in evidence before Nigerian courts and to be enforceable by the said courts in civil proceedings. Section 23 provides that the stamping of such instruments should be done within thirty days from the date they were first executed or after they have been received in Nigeria (if executed outside Nigeria). Where an instrument is executed in Nigeria and it does not attract *ad valorem* stamp duty, it is required to be stamped within 40 (forty) days of being so executed. The term “received in Nigeria” is not defined in the Stamp Duties Act or the Finance Act, 2019 and as such, with the extension of the definition of “instrument” to include “electronic documents”, documents executed outside Nigeria may be deemed to have been received in Nigeria if copies are sent to persons resident in Nigeria via electronic means and thus may be required to be stamped within the prescribed period. The FIRS in 2020, clarified, among other things, that a document or instrument executed outside Nigeria is deemed to be ‘received in Nigeria’ if it (i) is sent to Nigeria by electronic means (such as through emails), (ii) is retrieved or accessed in or from Nigeria, (iii) is (or an electronic copy of it is) stored on a device and brought into Nigeria or; (iv) (or an electronic copy of it) is stored on a device or computer in Nigeria. Thus, a document liable to stamp duty in Nigeria will need to be stamped when an electronic copy of it is received in Nigeria in any of the above-referenced ways.

### *Value Added Tax*

By the provisions of the *Value Added Tax*, Chapter V1 LFN 2004 (as amended) (**VAT Act**), Value Added Tax (**VAT**) is payable on the supply of taxable goods and services at a rate of 7.5 per cent. except specifically exempted items or zero-rated items. Whilst VAT is chargeable on the transfer of assets and

on professional fees of advisers, VAT is not chargeable on share sale transactions as the *Finance Act 2020* specifically exempts “securities” from the definition of goods and services under the VAT Act. On this basis, any disposal, subscription to, sale and / or purchase of the Equity Securities will be exempt from VAT.

### **In Relation to the Debt Securities**

Under current legislation in Nigeria, statutory provisions relating to the tax consequences of an investment in the Debt Securities to be issued under the Programme are quite broad and extensive. Nigerian tax laws will exempt income earned under the Programme from VAT and Personal Income Tax by virtue of the *Finance Act, 2020* (which amends the VAT Act by expressly excluding “securities” from the payment of VAT) and the *Personal Income Tax Act* (which exempts income earned from bonds issued by corporates including supra-nationals). However, although the Personal Income Tax Act has not gone through legislative amendment, the Lagos State Internal Revenue Service by a public notice issued in June 2022, relying on an order of the Minister of Finance, directed that individuals and non-limited liability entities resident in Lagos State who earn income from bonds and short-term securities will be liable to Personal Income Tax on such income.

Further, following the notice by the FIRS on the Payment of Income Tax on Profit from Bonds and Short-term Government Securities, effective 2 January 2022, the interest derived from the Debt Securities are liable to CIT.

As it pertains to foreign investors of the Debt Securities, interests received will be subject to withholding tax under Nigerian law at the rate of 10 per cent. Where the recipient of such interests is an individual or a company resident in a country with which Nigeria has a double taxation agreement (DTA), withholding tax may become applicable at either 7.5 per cent. or 10 per cent.

Pursuant to the Information Circular on the Claim of Tax Treaties Benefits and Commonwealth Tax Relief in Nigeria issued by the FIRS on 11 May 2022, the WHT rate under the Nigerian tax laws will be the applicable rate on dividends, interests and royalties paid to residents of treaty countries, except where the rates in the tax laws exceed the maximum rate under the DTA, in which case, the maximum rate specified in the DTA will apply.

## **PART XIX: NOTICES TO PROSPECTIVE INVESTORS**

*The distribution of this Shelf Prospectus and the Programme may be restricted by law in certain jurisdictions and therefore persons into whose possession this Shelf Prospectus comes should inform themselves about and observe any restrictions, including those set out below. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.*

### **General**

No action has been or will be taken by the Issuer, the Lead Issuing House or the Joint Issuing Houses in any jurisdiction that would permit a public offering of the Securities, or possession or distribution of this Shelf Prospectus or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the Securities may not be offered or sold, directly or indirectly, and neither this Shelf Prospectus nor any other offering material or advertisement in connection with the Securities, may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Shelf Prospectus does not constitute an offer to subscribe for any of the Securities, offered hereby to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

This Shelf Prospectus comprises a shelf prospectus relating to the Issuer prepared in accordance with the SEC. This Shelf Prospectus has been filed with the SEC and made available to the public in accordance with the SEC Rules.

This Shelf Prospectus has been approved by the SEC as a shelf prospectus for the purposes of the SEC Rules. The SEC only approves this Shelf Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the SEC Rules. Such approval should not be considered as an endorsement of the Issuer that is subject of this Shelf Prospectus or of the quality of the securities that are the subject of this Shelf Prospectus. Investors should make their own assessment as to the suitability of investing in the securities. Issue or circulation of this Shelf Prospectus may be prohibited in countries other than those in relation to which notices are given below.

### **For the attention of Nigerian Investors**

This Shelf Prospectus has been registered with the SEC in accordance with the provisions of the ISA and the SEC Rules. Accordingly, the Securities may be utilised in connection with any offering to the public within Nigeria, offered or sold within Nigeria to persons resident in Nigeria, only to the extent that same have been registered with the SEC and its written approval obtained in accordance with the provisions of the ISA, the SEC Rules and other Nigerian securities law and regulations.

The ISA places restrictions on any invitation to the public to acquire or dispose of any securities of a body corporate except where such company is a public company whether quoted or unquoted and has complied with the provisions of the ISA on issuing a prospectus which has been registered with the SEC.

The Issuer and the Issuing Houses have agreed that, subject to the provisions of the ISA and the SEC Rules, they shall not communicate or cause to be communicated, any invitation or inducement to engage in the offer or sale of the Securities to the public, without complying with all the applicable provisions of the ISA and the SEC Rules with respect to the marketing and issue of the Securities in Nigeria.

### **For the attention of United States Investors**

The Securities have not been, and will not be, registered under the US Securities Act or with any securities regulatory authority of any state or jurisdiction of the United States, and subject to certain exceptions, may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered directly or indirectly, within the United States. The Securities are being offered and sold (A) outside the United States in offshore transactions in compliance with Regulation S and (B) within the United States only to QIBs as defined in Rule 144A under the US Securities Act only through an exemption from, or in a transaction not subject to, the registration requirements under the US Securities Act. No public offer of the Securities will be made in the United States.



In addition, until 40 days after the commencement of the offering of the Securities an offer or sale of the Securities within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the US Securities Act.

The Securities have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Securities or the accuracy or adequacy of this Shelf Prospectus. Any representation to the contrary is a criminal offence in the United States.

Each QIB who purchases or subscribes for Securities within the United States will be required to execute and deliver an Investor Letter prior to subscribing for Securities and will be deemed to have represented, agreed and acknowledged that it has received a copy of this Shelf Prospectus, and such other information, as it deems necessary to make an investment decision and that:

- (a) it is (a) a QIB within the meaning of Rule 144A, (b) acquiring the Securities for its own account or for the account of one or more QIBs with respect to whom it has the authority to make, and does make, the representations and warranties set forth herein, (c) acquiring the Securities for investment purposes, and not with a view to further distribution of such Securities, and (d) aware, and each beneficial owner of the Securities has been advised, that the sale of the Securities to it is being made in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act;
- (b) it understands that the Securities are being offered and sold in the United States only in a transaction not involving any public offering within the meaning of the US Securities Act and that the Securities have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, pledged or otherwise transferred except (A) to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of a QIB in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, (b) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S, (c) pursuant to an exemption from registration under the US Securities Act or (d) pursuant to an effective registration statement under the US Securities Act, in each case in accordance with any applicable securities laws of any state of the United States;
- (c) it represents that if, in the future, it offers, resells, pledges or otherwise transfers such Securities while they remain “restricted securities” within the meaning of Rule 144, it shall notify such subsequent transferee of the restrictions; and
- (d) it acknowledges that the Issuer and the Issuing Houses and their respective affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each person who purchases or subscribes for Securities outside the United States pursuant to Regulation S will be deemed to have represented, agreed and acknowledged that it has received a copy of this Shelf Prospectus, and such other information, as it deems necessary to make an investment decision and that (terms defined in Regulation S shall have the same meanings when used in this Part):

- (a) it is authorised to consummate the purchase of the Securities in compliance with all applicable laws and regulations;
- (b) it acknowledges (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer acknowledges) that the Securities have not been, and will not be, registered under the US Securities Act or with any securities regulatory authority of any state, territory or other jurisdiction of the United States and are subject to restrictions on transfer;
- (c) it is purchasing the Securities in an offshore transaction meeting the requirements of Rule 903 or Rule 904 of Regulation S;
- (d) the Securities have not been offered to it by means of any “directed selling efforts” as defined in Regulation S;

- (e) it and the person, if any, for whose account or benefit the purchaser is acquiring the Securities, was located outside the United States at the time the buy order for such Securities was originated and continues to be located outside the United States and has not purchased such Securities for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Securities or any economic interest therein to any person in the United States;
- (f) the purchaser is not an affiliate of the Issuer or a person acting on behalf of an affiliate;
- (g) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Securities, or any economic interest therein, such Securities or any economic interest therein may be offered, sold, pledged or otherwise transferred only in accordance with the US Securities Act and all applicable securities laws of the states of the United States or any other jurisdictions;
- (h) it agrees that it will give to each person to whom it transfers Securities notice of any restrictions on transfer of such Securities;
- (i) if it is acquiring any Securities as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account;
- (j) it understands that any offer, sale, pledge or other transfer of the Securities made other than in compliance with the above-stated restrictions may not be recognised by the Issuer; and
- (k) it acknowledges that the Issuer and the Lead Issuing House and the Joint Issuing Houses and their respective affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

#### **For the attention of European Economic Area Investors**

In relation to each Member State of the European Economic Area (each an **EEA State**), none of the Securities have been offered or will be offered under the Programme to the public in that EEA State, except that an offer to the public in that EEA State of any of the Securities may be made at any time to any legal entity which is a Qualified Investor as defined in Article 2(e) of Regulation (EU) 2017/1129 (the **Prospectus Regulation**), provided that no such offer of the Securities shall require the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

Accordingly, any person making or intending to make any offer within an EEA State of the Securities which are the subject of the Programme contemplated in this Shelf Prospectus may only do so in circumstances in which no obligation arises for the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such Programme. Neither the Issuer nor the Issuing Houses have authorised, nor do they authorise, the making of any offer of the Securities in circumstances in which an obligation arises for the Issuer or the Issuing Houses to publish or supplement a prospectus for such offer.

For the purposes of this provision, the expression “offer to the public” in relation to any Securities in any EEA State means the communication in any form and by any means of sufficient information on the terms of the offer and any Securities to be offered so as to enable an investor to decide to purchase, or subscribe for, any Securities, as the same may be varied in that EEA State.

#### **For the attention of UK Investors**

In relation to the United Kingdom, none of the Securities have been offered or will be offered under the Programme to the public in the United Kingdom, except that an offer to the public in the United Kingdom of any of the Securities may be made at any time to any legal entity which is a Relevant Person, provided that no such offer of the Securities shall require the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation as it forms part of U.K. domestic law by virtue of EUWA (the **UK Prospectus Regulation**) or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

Accordingly, any person making or intending to make any offer within the United Kingdom of the Securities, which are the subject of the Programme contemplated in this Shelf Prospectus, may only do so

in circumstances in which no obligation arises for the Issuer to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation, in each case, in relation to such Programme. Neither the Issuer nor the Issuing Houses have authorised, nor do they authorise, the making of any offer of the Securities in circumstances in which an obligation arises for the Issuer or the Issuing Houses to publish or supplement a prospectus for such offer.

For the purposes of this provision, the expression “offer to the public” in relation to any Securities in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Securities to be offered so as to enable an investor to decide to purchase, or subscribe for, any Securities.

Consequently, no key information document required by the U.K. PRIIPs Regulation for offering or selling the Securities or otherwise making them available to retail investors in the European Union or the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the European Union or the United Kingdom may be unlawful under PRIIPs Regulation or U.K. PRIIPs Regulation, respectively.

## **PART XX: FOREIGN EXCHANGE INFORMATION FOR PROSPECTIVE INTERNATIONAL INVESTORS**

Foreign exchange restrictions remain in place in Nigeria. These restrictions are codified in the FEMM Act (Chapter F34) LFN 2004, and regulations issued by the CBN from time to time, which provide access to the Nigerian official foreign exchange market for the payment of eligible transactions. The FEMM Act requires an investor that brought foreign capital into Nigeria for investment in equities or debt instruments to obtain a document called the CCI. A CCI will be issued to the investor by the Nigerian bank through which the foreign capital was brought into Nigeria. The CCI will be issued after the foreign capital has been converted into Naira and that conversion is required to take place within 24 hours of the foreign capital being brought into Nigeria, subject to the investor providing the appropriate documents to the Nigerian bank.

A CCI serves as evidence that the foreign capital was brought into Nigeria for the purpose of investment and enables the investor to access the Nigerian official foreign exchange market to repatriate the proceeds from the investment or capital upon divestment. CCIs are issued in electronic form on the Electronic-CCI platform administered by the CBN.

Investors in the Securities that wish to bring in foreign capital to Nigeria for the investment are required to obtain CCIs from an Authorised Dealer in respect of the capital brought into Nigeria for investment and converted into Naira. The CCI will guarantee an investor unconditional repatriation of proceeds from the investment by having access to the Nigerian official foreign exchange market. Where an investor does not have a CCI, it will be unable to access the official foreign exchange market to repatriate the interest from the investment or capital upon divestment out of Nigeria.

Each investor that brought foreign capital to invest in the Securities is advised to obtain a CCI in respect of such investment.

## **PART XXI: BOOK-ENTRY PROCEDURES AND SETTLEMENTS**

CSCS and FMDQ Depository are Central Securities Depositories (CSDs) in Nigeria, licensed to carry on the depository, clearing and settlement of all capital market transactions. The CSDs utilise electronic book entry systems to record and register the transfer of securities. This allows for the exchange or ownership of securities without any movement or endorsement of physical certificates or transfer instruments.

The Securities will be issued in registered form. The issue and ownership of the Securities will be effected and evidenced by the particulars of the purchaser being entered in the Register by the Registrar and the instrument of transfer of the Securities being electronically credited in the CSD accounts of the purchaser. Unless otherwise specified in the final terms of any Applicable Supplementary Prospectus, the Securities shall be issued in uncertificated (dematerialised or book entry) form, which shall be registered with a separate securities identification code with the CSD.

## **PART XXII: CORPORATE GOVERNANCE AND OVERSIGHT STRUCTURE**

### **1. OVERVIEW**

The Board of Directors recognises the pivotal role of the Company in fortifying the Guaranty Trust brand and remains committed to aligning its strategy with sound corporate governance principles and upholding best in class governance standards to increase value for its stakeholders.

The Company ensures compliance with the Code of Corporate Governance for Public Companies issued by SEC (the **SEC Code**), the Corporate Governance Guidelines for Financial Holding Companies in Nigeria 2023 issued by the CBN (the **FHC Code**), the Financial Reporting Council's Nigerian Code of Corporate Governance, 2018 (the **NCCG 2018 Code**), as well as disclosure requirements under the Disclosure Guidance and Transparency Rules (**DTRs**) of the FCA which are applicable to non-United Kingdom companies with GDRs listed on the LSE. GTCOPLC's Code of Corporate Governance therefore aligns with legal and regulatory requirements and global best practices.

The Company also promotes its core values to its employees through its Code of Professional Conduct, its Ethics Policy as well as Communications Policy which regulate employee relations with internal and external parties.

The Subsidiaries are guided by established governance principles in addition to relevant regulatory requirements in their respective areas of operations. The Subsidiaries have distinct boards and comply with the statutory and regulatory requirements of the businesses they operate.

### **2. OVERSIGHT STRUCTURE**

#### **The Board of Directors**

The Board of Directors is responsible for the governance of the Company and is accountable to the Shareholders for creating and delivering sustainable value through the management of the Company's business.

#### **Board Size, Composition and Responsibilities**

As of the date of this Shelf Prospectus, the Board comprises six (6) Directors, two (2) executive directors who include the Group Chief Executive Officer, Group Chief Financial Officer and four (4) non-executive directors of which two (2) are independent directors appointed based on the core values embedded in the Company's Code of Corporate Governance and the criteria laid down by the CBN for the appointment of independent directors. The independent directors do not hold any shares in the Company nor are they involved in any business relationship with the Company.

The Board possesses the right balance of expertise, skills and experience, translating to an effective Board that is capable of steering the affairs of the Group across its operating jurisdictions. The Board has put in place a robust and effective appointment and succession planning framework to ensure that the Group continues to have the right people to drive its activities in the desired direction.

It is the responsibility of the Board to determine the overall strategy and policies of the Company and to follow up on its implementation. It is also responsible for providing stable and effective leadership, to facilitate achievement of its corporate objectives and ensure that decisions are taken with the best interest of the Company's stakeholders.

The Board has delegated the responsibility for the day-to-day activities of the Company to Executive Management and ensures that an appropriate balance is maintained between promoting long-term growth and delivering on short-term objectives. In fulfilling its responsibilities, the Board acknowledges the relationship between good governance and risk management practices, in relation to the achievement of the Company's strategic objectives and good financial performance.

Notwithstanding the delegation of the activities of the Company to Executive Management, the Board reserves certain powers, including amongst others:

- approval of all financial statements or changes relating to the Company or its status;
- determination and approval of the Company's strategy;
- appointment and removal of key management and service providers;
- approval of resolutions and corresponding documentation
- approval of mergers and acquisitions;
- establishment of subsidiaries;
- approval of key governance frameworks and policy documents on significant issues; and
- determination of Board structure, size and composition.

The Directors meet at least four times per annum and additional meetings are convened as required. Material decisions may be taken between meetings by way of written resolutions, in accordance with the Articles of Association.

### **Role of Chairman and Group Chief Executive**

The roles of the Chairman and Group Chief Executive are separate and no one individual combines the two positions. The Chairman is responsible for leading and managing the Board to ensure that it operates effectively and discharges fully its legal and regulatory responsibilities. The Board has delegated the responsibility for the day-to-day management of the Company to the Group Chief Executive Officer who is supported by the Executive Director.

The Group Chief Executive Officer executes the powers delegated to him in accordance with guidelines approved by the Board and is accountable to the Board alongside the Executive Director for the development and implementation of strategies and policies.

### **Board Committees**

The Board exercises its oversight responsibilities through four (4) standing committees (the **Board Committees**). Board Committees are composed entirely of Directors. Each Board Committee has its own clearly defined terms of reference, setting out the Board Committee's mandate, scope and working procedure. Minutes are kept of all the business transacted in the course of Committee meetings. All Directors have access to Board Committee papers and minutes. Board Committee Chairs report on Board Committee business at the subsequent Board meetings, also through written briefs.

The Board Committees are as follows:

- a. Board Risk Management and Investment Committee;
- b. Board Audit Committee;
- c. Board Governance, Nominations and Remuneration Committee; and
- d. Board Information Technology Strategy Committee.

In addition to the Board Committees, the Statutory Audit Committee of the Company also performs the role stipulated by the CAMA.

Below are descriptions of the functions of each Board Committee and of the composition thereof as at the date of this Shelf Prospectus.

#### ***Board Risk Management and Investment Committee***

This Committee is tasked with the responsibility of setting and reviewing the Company's risk policies without prejudice to the statutory Investment Committee established in compliance with CAMA, which is not considered a Board Committee.

The Terms of Reference of the Board Risk Management and Investment Committee are as follows:

- Review and recommend the Company’s risk management policies including the risk profile and limits for the approval of the Board;
- Determine the adequacy and effectiveness of the Company’s risk detection and measurement systems and controls;
- Oversee Management’s process for the identification of significant risks across the Company and the adequacy of risk mitigation, prevention, detection and reporting mechanisms;
- Review and recommend to the Board for approval, the contingency plan for specific risks;
- Review the Company’s compliance level with applicable laws and regulatory requirements which may impact on the Company’s risk profile;
- Conduct periodic review of changes in the economic and business environment, including emerging trends and other factors relevant to the Company’s risk profile;
- To have oversight functions over the Company’s investment strategies;
- To recommend to the Board investment strategies in line with Investment Regulations issued by the CBN;
- To monitor and oversee the implementation of the Company’s investment strategy;
- To establish the Company’s investment objectives and policies;
- To determine an optimal investment mix, consistent with the risk profile approved by the Board;
- To ensure due diligence in the selection and approval of investments;
- To review the Company’s investment policies and procedures periodically; and
- Handle any other issue referred to the Committee from time to time by the Board.

The Head, Group Risk and Compliance of the Company presents regular briefings to the Committee at its meetings. The Committee is required to meet on a quarterly basis and additional meetings are to be convened as required.

The composition of the Board Committee is as follows:

S/N	Name	Status	Designation
1	Mrs. Catherine Echeozo	Non-Executive Director	Chairman
2	Mr. Olusegun Agbaje	Group Chief Executive Officer	Member
3	Mrs. Helen Heyoung Lee	Independent Non-Executive Director	Member
4	Mr. AdebANJI Isola Adeniyi	Executive Director	Member

#### ***Board Audit Committee***

This Board Committee is tasked with the responsibility of setting and reviewing the Company’s risk policies and has oversight of audit functions, without prejudice to the statutory Audit Committee established in compliance with CAMA, which is not considered a Board Committee.

The Terms of Reference of the Board Audit Committee are as follows:

- Evaluate the Group’s internal control and assurance framework annually, in order to satisfy itself on the design and completeness of the framework relative to the activities and risk profile of the Company and its Subsidiaries;



- Keep the effectiveness of the Company’s system of accounting, reporting and internal control under review and to ensure compliance with legal and agreed ethical requirements;
- Review the activities, findings, conclusions and recommendations of the external auditors relating to the Company’s annual audited financial statements;
- Review Management Letter(s) from the external auditor and Management’s response(s) thereto;
- Review the appropriateness and completeness of the Company’s statutory accounts and its other published financial statements;
- Oversee the independence of the external auditors;
- Receive summary reports of whistleblowing cases and result of the investigations from the Head of Internal Audit;
- Handle any other issue referred to the Committee from time to time by the Board.

The Head of Internal Audit of the Company presents regular briefings to the Committee at its meetings. The Committee meets on a quarterly basis and additional meetings are convened as required.

Pursuant to the requirements of the FHC Code, the Audit Committee shall at all times consist of non-executive Directors, and chaired by Independent non-executive Directors, and at least one member shall be competent in accounting and/or auditing. All current members of the Audit Committee meet the requirements of the FHC Code.

The composition of the Board Committee is as follows:

S/N	Name	Status	Designation
1	Mr Suleiman Barau	Independent Non-Executive Director	Chairman
2	Mrs Helen Heyoung Lee	Independent Non-Executive Director	Member
3	Mrs Catherine Echeozo	Non-Executive Director	Member

#### ***Board Governance, Nominations and Remuneration Committee***

This Committee is responsible for the approval of human resource matters, identification and nomination of candidates for appointment to the Board. The Committee also oversees Board governance issues such as induction, continuous education, approval of promotions for top management staff, corporate governance, succession planning, conflict of interest situations and compliance with legal and regulatory provisions.

The Committee also sets the principles and parameters of the Remuneration Policy across the Company and approves the policy relating to all remuneration schemes and long-term incentives for employees of the Company.

The Committee has oversight on strategic people issues, including employee retention, equality and diversity as well as other significant employee relations matters.

The membership of the Board Committee is as follows:

S/N	Name	Status	Designation
1	Mr. Suleiman Barau	Independent Non-Executive Director	Chairman
2	Mrs. Helen Heyoung Lee	Independent Non-Executive Director	Member
3	Mrs. Catherine Echeozo	Non-Executive Director	Member

### ***Board Information Technology Strategy Committee***

The Board Information Technology Strategy Committee is responsible for the provision of strategic guidance on information technology issues and monitoring the effectiveness and efficiency of information technology and the adequacy of controls within the Group.

The Terms of Reference of the Board Information Technology Strategy Committee are as follows:

- Provide advice on the strategic direction of information technology issues in the Group;
- Inform and advise the Board on important information technology issues in the Group;
- Monitor overall information technology performance and practices in the Group.

The composition of the Board Committee is as follows:

<b>S/N</b>	<b>Name</b>	<b>Status</b>	<b>Designation</b>
1	Mrs. Helen Heyoung Lee	Independent Non-Executive Director	Chairman
2	Mr. Olusegun Agbaje	Group Chief Executive Officer	Member
3	Mrs. Catherine Echeozo	Non-Executive Director	Member

### ***Statutory Audit Committee***

The Statutory Audit Committee, established in compliance with the provisions of CAMA, is responsible for ensuring that the Company complies with all the relevant policies and procedures from the regulatory authorities and as laid down by the Board.

The major functions of this Committee include the approval of the annual audit plan of the internal auditors, review and approval of the audit scope and plan of the external auditors, review of the audit report on internal weaknesses observed by both the internal and external auditors to ascertain during their respective examinations and to ascertain whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices.

The Committee also reviews the Company's annual and interim financial statements and the integrity of the Company's financial reporting alongside exercising oversight of the independence and objectivity of the external auditors.

The Committee comprises two (2) non-executive directors based on relevant experience and three (3) Shareholders appointed by members at the AGM of the Company. The Statutory Audit Committee is required to meet on a quarterly basis, and additional meetings may be convened as the need arises.

Membership of the Statutory Audit Committee during the year ended 31 December 2023 is indicated below:

<b>S/N</b>	<b>Name</b>	<b>Status</b>	<b>Designation</b>
1	Mrs Sandra Mbagwu-Fagbemi	Shareholders' Representative	Chairman
2	Mrs A. Kuye	Shareholders' Representative	Member
3	Alhaji M.A Usman	Shareholders' Representative	Member
4	Mrs. Catherine Echeozo	Non-Executive Director	Member
5	Mrs. Helen Heyoung Lee	Independent Non-Executive Director	Member

### **Tenure of Directors**

In order to ensure continuity and injection of fresh ideas, the tenure for non-executive directors is limited to a maximum of two (2) years of three (3) terms each in compliance with the directives of the CBN and FRC.

## **Board Evaluation and Appraisal**

The Board engaged an independent consultant, Deloitte & Touche, to conduct the annual Board evaluation and appraisal for the 2023 financial year in accordance with the requirements of the FHC Code.

The annual appraisal of the Board, its committees and individual Directors covering all aspects of the structure of the Board, its composition, responsibilities, processes and relationships follow the requirements described in the *CBN Guidelines for Annual Board Evaluation by External Consultants of Banks and Other Financial Institutions in Nigeria* as prescribed by the CBN from time to time. The Annual Board Evaluation and Appraisal Report for the 2023 financial year was presented to Shareholders at the 3rd AGM of the Company and is incorporated by reference in this Shelf Prospectus.

## **Shareholders**

The Company recognises that the general meeting is the highest decision-making body of the Company and complies with regulatory requirements to convene at least one (1) general meeting in a financial year. The Company's general meetings are conducted in a transparent and fair manner and Shareholders are provided the opportunity to express their opinions on the Company's financial performance and other issues affecting the Company. The AGMs are attended by representatives of regulatory authorities including the CBN, SEC, NGX, CAC and representatives of shareholder associations.

The Company ensures compliance with the specific requirements of the FHC Code in relation to general meetings of FHCs as follows:

- The Board shall ensure that the venue of a general meeting is convenient and easily accessible to the majority of shareholders.
- The Board may consider rotating the venue of general meetings where it will promote better access to the majority of shareholders.
- FHCs may hold general meetings virtually, where physical meetings are not feasible.

The Board is also conscious of regulatory reporting requirements and routinely discloses material information to Shareholders. To achieve this, the Company has developed formal structures for information dissemination including an Investors Relations Unit which deals directly with enquiries from Shareholders. The Company also ensures that institutional investors receive frequent updates on the Company's progress via interactive conference calls, domestic and international investor presentations and meetings.

## **Protection of Shareholders' Rights**

The Board always ensures the protection of the statutory and general rights of the Shareholders, particularly their right to vote at general meetings. Shareholders are treated equally, regardless of level of shareholding or social status. The Board ensures that certain transparency, participation and other requirements designed to encourage and facilitate shareholder engagement and the exercise of certain shareholder rights at general meetings are met.

## **The Group Company Secretary**

The Group Company Secretary serves as a point of reference and support for the Board. The Group Company Secretary also consults regularly with Directors to ensure they receive required information promptly and is responsible for assisting the Board and management in the implementation of the Code of Corporate Governance of the Company, coordinating the orientation and training of Directors, assisting the Chairman and Group Chief Executive Officer to formulate an annual board plan with the administration of other strategic issues at the Board level, and organising and recording Board meetings.

Independent professional advice is available, on request, to the Directors at the Company's expense when such advice is required.

### **Insider Trading and Price Sensitive Information**

The Company has put in place a policy governing the trading of its shares by Directors, employees, insiders and their related persons on terms and conditions similar to the standards set by the NGX. In addition, the Company makes necessary disclosures as required under Rule 111 of the SEC Rules which stipulates that directors and top management employees, and other insiders of public companies shall notify the SEC of any sale or purchase of securities of the Company not later than forty-eight (48) hours after such activity.

### **Market Abuse Regulation**

Given that the Company has GDRs and Ordinary Shares listed on regulated markets, the Company and its officers, as well as anybody who deals in the Company's securities is subject to the prohibitions and obligations set out in the Market Abuse Regulation. In this respect, the Market Abuse Regulation prohibits (i) insider dealing, (ii) the unlawful disclosure of inside information, and (iii) market manipulation, which collectively constitute 'market abuse'.

Furthermore, the Market Abuse Regulation requires the Company to (a) publicly disclose inside information as soon as possible, and (b) draw up a list of all persons who have access to inside information and who are working for it under a contract of employment, or otherwise performing tasks through which they have access to inside information. Furthermore, certain categories of the Company's employees who are considered to be persons discharging managerial responsibility (**PDMRs** e.g., the Board and other senior officials) as well as persons connected to them (such as their spouses), are required to notify the Company, as well as the LSE and NGX, of any transaction/s in the Company's listed securities within three business days of the transaction.

### **Management Committees**

In addition to the Board, Board Committees, Statutory Audit Committee and the Shareholders in general meetings, the Company's governance objectives are also met through Management Committees, each comprising senior management staff of the Company. The committees are risk driven and set up to identify, analyse, synthesise and make recommendations on risks arising from the day-to-day activities of the Company.

The standing Management Committees in the Company are:

<b>Management Committees</b>	<b>Key Role</b>
<b>Data Steering Committee</b>	Responsible for ensuring that the Group leverages data and analytics to drive value and make business decisions through the development and implementation of use cases.
<b>Information Technology Steering Committee</b>	Ensures standardised information technology management, consistent high performance, and economies of scale through shared information technology infrastructure and services across the Group. The committee also provides input to the Board Information Technology and Strategy Committee and ensures implementation of its decisions and policies.
<b>Risk and Compliance Committee</b>	Oversees risk, information security and compliance with regulatory requirements of the Group's activities. This committee also provides input to the Board Risk Management and Audit Committee and ensures implementation of its decisions and policies.

### **Whistle Blowing Procedure**

The Company has established a whistle blowing procedure that ensures anonymity for whistle-blowers in compliance with the provisions of the FHC Code.

## **Subsidiary Governance Structure**

Subsidiary governance is an integral part of the Company's corporate management framework, providing the structure through which the performance objectives of the Subsidiaries are defined, measured and monitored.

### ***i. Oversight Function***

The Group Finance Directorate plays a vital role in driving and monitoring the performance of the Subsidiaries. In this respect, it serves in an advisory capacity to the Subsidiaries' senior management and acts as an interface between the Company and the Subsidiaries, while ensuring synergies between them.

### ***ii. Subsidiary Board Representation***

The Company has controlling representation on the boards of the Subsidiaries. The board representatives are seasoned professionals with high level of integrity and demonstrated experience in their respective fields.

### ***iii. Subsidiary Board Committees***

The boards of the Subsidiaries exercise their responsibilities through four (4) major standing committees as follows:

- The Board Audit Committee reviews accounting policies, practices, procedures, and controls established by management for compliance with regulatory and financial reporting requirements.
- The Board Risk Management Committee oversees and advises the board on risk-related matters and risk governance.
- The Board Credit Committee exercises its responsibility to maintain a healthy risk portfolio for the Material Subsidiary by performing the control actions of approving new credit facilities or extending existing credit facilities within a proposed aggregate exposure limit defined by the Board of Directors
- The Board Asset and Liability Committee oversees a variety of risks arising from the Subsidiaries' businesses including market and liquidity risk management, loan to deposit ratio analysis, cost of funds analysis, establishing guidelines for pricing on deposit and credit facilities, exchange rate analysis, balance sheet structuring, regulatory considerations and monitoring of the status of implemented assets and liability strategies.

### ***iv. Representation on the Local Board and Board Committees***

A minimum of two (2) non-executive directors representing GTCOPLC sit on the board/board committees of the Subsidiaries.

### ***v. Existence of Group Finance Function***

The business activities and performance of the Subsidiaries are monitored through the Group Finance function responsible for monitoring the Subsidiaries, providing necessary support and addressing issues arising from their activities.

### ***vi. Monthly Management Reporting***

On a monthly basis, the Subsidiaries furnish the Group Finance Directorate with reports in their respective business activities and operating environment.

## PART XXIII: THE BOARD OF DIRECTORS AND EXECUTIVE LEADERSHIP TEAM

### *Profiles of Directors*

The names, roles, and biographies of each of the Directors of GTCOPLC are as follows:

**Hezekiah Sola Oyinlola (Chairman, Non-Executive Director)**  
**Board Member since August 01, 2021**

**Nationality:** Nigerian.

**Education:** Mr. Oyinlola holds a Bachelor of Science (First Class Honours) degree in Accounting from University of Ghana, Legon (1979) and a Master of Business Administration (MBA) degree from Stanford University, Graduate School of Business, Stanford, California, United States of America (USA).

He is an alumnus of the Institute for Energy Studies, Oxford University, United Kingdom and has attended several executive education and board governance programmes in leading business schools in Europe and the USA.

**Experience, Skills, and Competencies:** Mr. Oyinlola commenced his professional career in 1980 at the Central Bank of Nigeria in Lagos, Nigeria. He is a seasoned energy and finance professional with over thirty years' operations and executive experience in the oil and gas industry, having worked with Schlumberger Group from 1984 to June 2015.

Mr. Oyinlola has served in a management capacity across several locations in the USA, Europe, Asia and Africa, and was the first Nigerian Managing Director of Schlumberger Group in Nigeria & Gulf of Guinea. He rose through the executive ranks to Vice President & Group Treasurer, in Houston, Texas, USA and Paris, France.

He was Chairman Africa, Global Head of Sustainability & ESG, Schlumberger Group, Houston, Texas, USA, a position he held from 2011 until his retirement in June 2015. He was also previously President of the Schlumberger Foundation.

**Other Positions of Note:** Mr. Oyinlola is a member on the boards of Shelf Drilling Offshore Services Limited, Nigeria and the FSD (Africa), a Nairobi, Kenya-based, UK-funded development finance institution/ venture capital fund that invests in innovative financial markets to catalyse African development. He is a director of the Houston Angel Network, a Texas, USA-based non-profit organisation dedicated to developing the innovation ecosystem by supporting founders and startups with financial resources and mentorship.

He is the Chairman of the Nigerian American Chamber of Commerce in Houston, Texas, USA and served as a director of Lekoil Limited and the Schlumberger Foundation until 2020. He is also a Fellow of the Institute of Petroleum Studies, University of Port Harcourt, Rivers State, Nigeria.

**Olusegun Agbaje (Group Chief Executive Officer)**  
**Board Member since August 01, 2021**

**Nationality:** Nigerian.

**Education:** He holds a Bachelor of Science degree in Accounting (1986) and a Master's in Business Administration degree (1988), both from the University of San Francisco, California, USA. He is also an alumnus of the Harvard Business School, Boston, Massachusetts, USA.

**Experience, Skills and Competencies:**

Mr. Agbaje started his career as an Auditor at Ernst & Young, USA in 1988. He subsequently joined GTBank Nigeria as a pioneer staff in 1991 and rose through the ranks to become Executive Director in 2000 and Deputy Managing Director in 2002. In 2011, he was appointed Managing Director/Chief Executive Officer of GTBank Nigeria. Under his leadership, GTBank Nigeria became one of Nigeria's most profitable banks, maintaining impressive year on year growth in market share and profitability.

With over 30 years' experience in investment, commercial and international banking, Mr. Agbaje is regarded as one of Africa's leading Chief Executive Officers with a reputation for identifying capital opportunities and executing business deals.

Mr. Agbaje led complex transactions in financial advisory, structured and project finance, balance sheet restructuring and debt and equity capital raising in Nigeria, notably for Oil and Gas, Energy, Telecommunications, Financial Services and Manufacturing industries. In addition, he helped to develop the interbank derivatives market amongst dealers in the Nigerian banking industry and introduced the Balance Sheet Management Efficiency system.

He coordinated GTBank Nigeria's landmark U.S.\$350 million Eurobond offering in January 2007, a transaction that was undertaken without a sovereign guarantee or credit enhancement from any international financial institution. He led GTBank Nigeria's concurrent GDR offering in the domestic and international capital markets, which culminated in the Bank's listing on the Official List of the UKLA (now FCA) and admission to trading on the main market of the LSE in July 2007. In 2011, he oversaw GTBank Nigeria's offering of the first Sub-Saharan Africa financial sector benchmark U.S.\$500 million Eurobond and the subsequent U.S. \$400 million Eurobond offering in 2013.

Passionate about innovation and embracing disruptive technologies, Mr. Agbaje is spearheading the transformation of the GTCOPLC Group by constantly pioneering ground-breaking ideas that offer customers more value beyond financial services. Under his leadership, GTCO continues to promote enterprise in the Nigerian SME sector by empowering small businesses and creating free business platforms such as the *GTCO Food and Drink Fair*, an annual food exhibition and sales event that projects the diverse angles of the food industry across Africa and internationally, and the *GTCO Fshn Wknd*, an annual consumer-focused exhibition and capacity building event that promotes the fashion industry across Africa and internationally.

Mr. Agbaje is a recipient of several awards over the years in recognition of his leadership, some of which include: the *African Banker of the Year Award* by the African Banker Magazine in 2012 and 2016, the *Banker of the Year, Africa* by the World Finance Magazine in 2018, and *CEO of the Year* at the Africa Investor Awards in 2018.

**Membership of Board Committee(s):**

Board Risk Management and Investment Committee.  
Board Information Technology Strategy.

**Other Positions of Note:**

Mr. Agbaje is a member of the MasterCard Advisory Board (Middle East and Africa) and was elected to the Board of Directors of PepsiCo Inc., USA as an Independent Director and a member of the Audit Committee in July 2020. He was appointed as an International Ambassador of the Swiss Red Cross, Switzerland in February 2024.

**Catherine Echeozo (Non-Executive Director)**  
**Board Member since August 01, 2021**

<b>Nationality:</b>	Nigerian.
<b>Education:</b>	Mrs. Echeozo holds a first degree in Accountancy from the University of Nigeria (1984) and a Master's degree in Business Administration from the University of Maryland, Baltimore, USA. She became a Fellow of the Institute of Chartered Accountants of Nigeria in 2000 and a Certified Information Systems Auditor in 2005, as a member of the Information Systems Audit and Control Association, USA.
<b>Experience, Skills and Competencies:</b>	<p>Mrs. Echeozo started her 33-years banking career in 1984 with Continental Merchant Bank Nigeria Limited and Ecobank Nigeria Plc.</p> <p>She commenced her 24-year career with GTBank Nigeria in 1993. She was appointed as an Executive Director in March 2005 and Deputy Chief Executive Officer in October 2011, a position she held until her retirement in March 2017. She served as the Chairman of the Board of GTBank Liberia and was GTBank Nigeria's representative on the NIBSS Board from 2008 till March 2017.</p>
<b>Positions in other Group Companies:</b>	Chairman, Guaranty Trust Pension Managers Limited.
<b>Membership of Board Committee(s):</b>	Audit Committee. Risk Management and Investment Committee.
<b>Other Positions of Note:</b>	<p>After her retirement, Mrs. Echeozo was appointed to the Council of The Nigerian Stock Exchange (now <b>NGX</b>) as the Second Vice President and served as an Independent Director of Stanbic IBTC Pension Managers Limited from 2017 – 2020.</p> <p>She presently manages Cathingens Empowerment Initiative, her social intervention and investment entity. She also occupies the following positions in her private capacity:</p> <ul style="list-style-type: none"><li>▪ Chairman, NGX Regulation Limited, a subsidiary of the NGX Group.</li><li>▪ External Member, Investment Committee, CDC Group.</li><li>▪ Member, Board of Trustees, First Cardiology Foundation.</li><li>▪ Member, Finance Council, Catholic Archdiocese of Lagos.</li><li>▪ Member, Board of Trustees, ICAN University.</li></ul>

**Suleiman Barau, OON, FCIB, FNIM (Independent Non-Executive Director)**  
**Board Member since August 01, 2021**

<b>Nationality:</b>	Nigerian.
<b>Education:</b>	<ul style="list-style-type: none"><li>▪ MSc. Economics (Money and Finance) – University of Jos, Nigeria.</li><li>▪ Post Experience Certificate – Planning and Appraisal of Industrial Projects – University of Bradford, England.</li><li>▪ Post Graduate Certificate – Management Research, University of Bradford, England.</li><li>▪ BSc. Economics – Ahmadu Bello University, Zaria, Nigeria</li></ul> <p>He has attended several executive education programmes from leading Nigerian and international institutions.</p>



**Experience, Skills and Competencies:** Mr. Suleiman Barau is a seasoned banker and economist. His experience in the Nigerian banking sector covered merchant, commercial and central banking.

Mr. Barau was a two-term Deputy Governor of the CBN between 2007 and 2017 and a Special Adviser to the CBN Governor between 2005 and 2007. Mr. Barau had been involved in significant reforms of the Nigerian banking and financial services industry during these periods particularly on banking, payments and monetary policies.

**Membership of Board Committee(s):** Board Governance, Nominations and Remuneration Committee.  
Board Audit Committee

**Other Positions of Note:** Mr. Barau is an Officer of the Order of the Niger (OON) national honour award recipient. He is also a Fellow of the Chartered Institute of Bankers of Nigeria (FCIB) and a Fellow of the Nigerian Institute of Management (FNIM).

**Helen Heyoung Lee (Bouygues) (Independent Non-Executive Director)  
Board Member since August 01, 2021**

**Nationality:** American.

**Education:** Mrs. Helen Bouygues received her Bachelor of Arts in Political Science, magna cum laude from Princeton University, New Jersey, USA and a Master of Business Administration degree from Harvard Business School, Boston, Massachusetts.

**Experience, Skills and Competencies:** She started her career in 1995 at J.P. Morgan in the M&A Group in New York, USA and Hong Kong. She worked at Cogent Communications Inc. as Chief Operating Officer, Chief Financial Officer and Treasurer from 2000 until 2004. She thereafter became a Partner at Alvarez & Marsal Paris, France. She launched her consulting firm specialised in corporate turnaround and transformations following her exit from Alvarez & Marsal in 2010.

In 2014, she joined McKinsey & Company in Paris, France where she was the partner responsible for the Recovery and Transformation Services Division.

**Membership of Board Committee(s):** Audit Committee.

**Other Positions of Note:** Since June 2017, she has been an active board member for several companies including Burelle SA, CGG SA, Neoen SA, Latécoère SA and Steinhoff Europe AG (representing the first and second lien creditors).

**Adebanji Adeniyi (Executive Director/Group Chief Financial Officer)  
Board Member since August 01, 2021**

**Nationality** Nigerian.

**Education** Mr. Adeniyi is an alumnus of University of Ibadan, Nigeria where he graduated with a Doctor of Veterinary Medicine (DVM) degree (1995). In addition, he holds a Master of Business Administration degree from Ambrose Alli University, Nigeria (1999). He became an Associate and Fellow of the Institute of Chartered Accountants of Nigeria (ACA and FCA) in 2001 and 2014 respectively. He is an Honorary Senior Member, Chartered Institute of Bankers of Nigeria (2013).

He has attended several leadership/executive education programmes in leading Nigerian and international institutions including Strategic Finance Programme, Institute for Management Development (IMD, Lausanne, Switzerland), Executive Leadership Programme, McKinsey (South Africa), Positive Leadership Programme, Stephen M. Ross School of Business, University of

Michigan (Michigan, USA), Leadership Programme at Cranfield School of Management (United Kingdom) and Senior Management Programme, Lagos Business School (Nigeria).

**Experience, Skills and Competencies**

Mr. Adeniyi is a well-respected business advisor with diverse knowledge acquired over 27 years of providing advice in financial control, financial statement assurance and internal controls for the manufacturing, oil and gas and financial services sectors.

Mr. Adeniyi gained consulting and audit experience with Coopers & Lybrand (1996 – 1998), PricewaterhouseCoopers (1998 – 2000) and Arthur Andersen, Nigeria (now KPMG Professional Services). Mr. Adeniyi commenced his banking career at Lead Bank Limited in 2001, where he advanced to Deputy Manager/Head, Internal Audit with responsibilities for the Inspection and Internal Control functions and implemented control tools, amongst other projects during his employment at the bank.

He joined GTBank Nigeria in February 2006, and rose to General Manager/Chief Financial Officer, with responsibilities for the activities within the Financial Control, Strategy and Group Reporting Division, which he carried out with distinction until his elevation to Group Chief Financial Officer and the GTCOPLC Board in 2021.

Mr. Adeniyi has worked on several strategic projects with challenging objectives, working with several international professional parties. He worked on the inaugural Eurobond issue in January 2007 and led the finance team in the conversion of the (then) Nigerian GAAP Financial Statements of GTBank Nigeria to IFRS Financial Statements as part of the financial information disclosure requirements for the GDR Global Offer in July 2007. He subsequently oversaw the implementation and convergence of GTBank Nigeria's financial statements following Nigeria's adoption of IFRS in January 2010.

He has represented the Group on several deal and non-deal roadshows and investor conferences locally and internationally.

**Membership of Board Committee(s)**

Risk Management and Investment Committee.

***Business address of Directors and Conflicts***

The Directors are domiciled at the registered office of the Issuer for the purpose of their office. There are no actual or potential conflicts of interest between the duties of a Director and his/her private interests.

## Group Executive Leadership Team and Senior Management

### 1. The Issuer

<b>Name</b>	<b>Positions</b>
Olusegun Agbaje	<i>Group Chief Executive Officer</i>
Adebanji Isola Adeniyi	<i>Executive Director/Group Chief Financial Officer</i>
Olusina Aiyegbusi	<i>General Manager/ Group Chief Technology Officer</i>
Oyinade Adegite	<i>General Manager/Group Communications Officer</i>
Erhi Obebeduo	<i>General Manager/ General Counsel/Company Secretary</i>
Modupe Olafimihan	<i>General Manager/Head, Group Facilities</i>
Nadine Lawal	<i>Deputy General Manager/Head, Group Data &amp; Analytics</i>

There are no family relationships among the foregoing executive officers.

### Group Executive Leadership and Senior Management

The Board has delegated the responsibility for the day-to-day management of the Company to the Group Chief Executive Officer who is supported by the Executive Director and senior management. The Group Chief Executive Officer executes the powers delegated to him in accordance with guidelines approved by the Board and the FHC Code.

The Group Chief Executive Officer, who is also the Group's Chief Marketing Officer, is accountable to the Board for the development and implementation of strategies and policies of the Board and regulatory authorities. The FHC Code prescribes a maximum tenure of ten years for the Managing Director/Chief Executive Officer of an FHC. Under the FHC Code, a Managing Director/Chief Executive Officer of FHC shall not qualify for re-appointment in an executive capacity in the same FHC.

#### ***Olusegun Agbaje, Group Chief Executive Officer***

Please refer to page [●] for Mr. Agbaje's profile.

#### ***Adebanji Adeniyi, Group Chief Executive Officer***

Please refer to page [●] for Mr. Adeniyi's profile.

### Group Senior Management/Group Corporate Centre Heads (Non-Directors)

#### ***Olusina Ayegbusi, General Manager – Group Chief Technology Officer***

With over 25 years of banking and IT experience, Olusina is a thought leader and strategist in financial technology, process improvement and banking operations. Olusina has hands-on expertise in the design and delivery of several innovative information technology and business process improvement solutions to address complex business problems. He has led several successful and impactful projects industry-wide, resulting in increased customers satisfaction and operational efficiency.

A member of Mastercard Sub-Saharan Technology Council, Olusina has a degree in Computer Sciences, and holds several certifications including Project Management as well as in the Governance of Enterprise IT (CGEIT) and IT Service Management.

Olusina has attended several management and executive leadership trainings locally and internationally (Cranfield University, Michigan Ross and Wharton Executive School). He is a fellow of the Institute of Chartered Accountants of Nigeria (FCA) and Honorary Senior Member, Chartered Institute of Bankers of Nigeria (HCIB).

**Oyinade Adegite, General Manager – Chief Communication Officer**

Oyinade is a corporate and leadership communication professional with 20 years' cross-functional and Pan-African banking experience that cuts across Global Markets, Oil and Gas, Alternative Payment Services and Investment Banking. Since 2017, she has been a member of the team responsible for driving innovation to enhance the customer experience of the Guaranty Trust Brand, positioning the brand as one of Africa's top brands. Her role focuses on shaping the GTCO brand positioning across geographies and making the right investments in marketing communication to drive business growth across the GTCOPLC Group.

Underpinned by a strong commitment to excellence, she is passionate, versatile and understands what it takes to consistently deliver outstanding results. Oyinade has worked very closely with executive management teams to birth and drive visions to accelerate business growth and propel brand leadership. Renowned for setting a standard in brand storytelling, Oyinade has managed some of the biggest brand initiatives in Africa's financial services industry, such as the *GTCO Food and Drink Fair* and *GTCO Fshn Wknd*, both of which host over half-a-million people from Africa every year. She has also been on the frontlines of major private sector interventions in public service, such as the *GTCO Annual Autism Programme*, and the setup of a fully equipped 110- bed intensive care center in Lagos, Nigeria, at the height of the Covid-19 pandemic.

Oyinade is an alumnus of the University of Lagos, Nigeria and Cranfield School of Management, Cranfield University, United Kingdom.

**Erhi Obebeduo, General Manager – Group General Counsel**

Erhi is a seasoned lawyer with over 25 years post-Call working experience. Erhi obtained his Bachelor's degree from the University of Benin, Edo State, Nigeria and Master's degree in International Commercial Law from the University of Nottingham, United Kingdom.

Erhi is a Fellow of the Institute of Chartered Mediators and Conciliators and a Member of the Institute of Chartered Secretaries and Administrators of Nigeria (ICSAN). He has attended several leadership and management programmes in leading institutions including the Cranfield School of Management, Cranfield University, United Kingdom, Euromoney Learning Solutions, United Kingdom and the University of Michigan's Ross School of Business, USA.

In his role as the Group General Counsel and Company Secretary of GTCOPLC, Erhi oversees the legal and secretarial functions of the Group. Erhi has been involved in several landmark transactions involving GTBank Nigeria and its Subsidiaries, including the GTBank Nigeria Eurobond offerings, the Global Offer of GDRs and the acquisition of Fina Bank, the banking franchise in Kenya with branches in Uganda and Rwanda. He led the legal and regulatory workstream in relation to the Restructuring.

**Modupe Olafimihan, General Manager – Group Facilities**

Modupe is a professional with over 25 years of experience in people and material resources management. She holds a Master's degree in Industrial Relations & Personnel Management from the University of Lagos, where she developed a deep understanding of organisational dynamics, labour relations, and human capital development. Her undergraduate degree in International Relations from Ahmadu Bello University, Zaria, Kaduna, Nigeria also equipped her with a global perspective and an understanding of diverse organisational settings.

In her current role, Modupe coordinates Facilities Management for GTCOPLC, ensuring the strategic and operational aspects of the Group's physical infrastructure are consistent with its objectives. Her responsibilities include managing the maintenance and overall functionality of the Group's facilities, vendor and contractor relations, and support for Group projects.

Modupe started her career with Guaranty Trust Bank working across various administrative functions including regional coordination, expense control, and procurement, and honed her abilities to think creatively, anticipate challenges, and implement practical solutions in several key roles over the years. She is adept at building trust and credibility with colleagues, stakeholders, and external partners. Modupe’s strategic vision has been pivotal in driving improvements in both facilities management and administrative operations for the business.

Modupe believes in continuous learning and regularly attends professional development courses and seminars to enhance her skills. She has benefitted from attending several finance and leadership courses including the Senior Management Program (SMP) at the Lagos Business School and University of Michigan’s Ross School of Business. Modupe is also a certified member of the Chartered Institute of Purchasing and Supply (CIPS) and the Chartered Institute of Personnel Management (CIPM).

**Nadine Lawal, Deputy General Manager, Group Data & Analytics**

Prior to joining GTCOPLC, Nadine Lawal headed the Data Analytics division at GTBank Nigeria. With over 20 years of experience spanning credit risk management, international banking expansion, project management and analytics, Nadine was instrumental in the execution of several key strategy projects for GTBank Nigeria.

She holds a degree in Business Management from École Supérieure de Commerce, Chambéry (now INSEEC), Master’s degree in Finance from the University of Strathclyde, Glasgow, United Kingdom and a certificate in Doctoral Business Research Methods from Edinburgh Business School, Heriot Watt University, United Kingdom. She is the Group’s Data Protection Officer pursuant to the NDPA.

**2. Executive Leadership Team (Subsidiaries)**

<b>Name</b>	<b>Positions</b>
Miriam Olusanya	<i>Managing Director, GTBank Nigeria</i>
Jide Okuntola	<i>Deputy Managing Director, GTBank Nigeria</i>
Ahmed Liman	<i>Executive Director, GTBank Nigeria</i>
Kelvin Biranee	<i>Managing Director, GTFM</i>
Josephine Essien	<i>Executive Director, GTFM</i>
Adetoun Dosunmu	<i>Managing Director, GTPM</i>
Eduofon Japhet	<i>Managing Director, HabariPay</i>
Adeyemi Atanda	<i>Executive Director, HabariPay</i>

There are no family relationships among the foregoing executive officers.

**2. GTBank Nigeria**

**Miriam Olusanya, Managing Director (GTBank Nigeria)**

Miriam joined the Bank in 1998 and rose through the ranks garnering over 26 years’ banking experience that cuts across Transaction Services, Asset and Liability Management, Financial Markets, Corporate Finance, Investment Banking and Investor Relations.

She holds a Bachelor of Pharmacy (B. Pharm) degree from the University of Ibadan, Nigeria and a Master (1995) of Business Administration (Finance and Accounting) from the University of Liverpool, United Kingdom (2011). She has attended several technical, executive management and banking specific developmental programmes in leading educational institutions around the world.

Prior to her appointment as Managing Director in June 2021, she was appointed Executive Director in 2018 and served as the Group Treasurer and Head, Wholesale Banking Division, responsible for the

GTBank Nigeria's Asset & Liability Management as well as Financial Markets dealings across all African subsidiaries, Corporate Finance & Investor Relations.

She currently serves as a Non-Executive Director on the Boards of NIBSS and the Shared Agent Network Expansion Facilities (SANEF); an agent banking initiative of the CBN and Nigerian banks.

**Jide Okuntola**, *Deputy Managing Director*

His career in banking and financial service experience spans across Transaction Services, Risk Management, Treasury, Financial Control, Oil and Gas, Corporate, Commercial and Business Banking as well as Fintech, actively interfacing and or assuming leadership roles in these business segments over the years.

With over two decades of experience in originating, advising, structuring, executing and managing transactions in excess of US\$20 Billion in Oil and Gas, Telecommunication, Food and Beverages, Manufacturing, Personal and Healthcare, Infrastructure, as well as other key sectors of the Nigerian economy covered by the Bank.

Babajide holds a Bachelor of Economics degree from the Lagos State University (2001) and a Master of Business Administration (Petroleum and Energy Economics) from the European-American University (2016). He has attended several executive education and banking specific programs in leading institutions.

He joined the GTBank Nigeria as an Executive Trainee and rose through the ranks to become an Executive Director in 2018, a position he held until his appointment as Deputy Managing Director in August 2021. Babajide also joined the board of GTBank UK as a non-executive director in 2021.

**Ahmed Liman**, *Executive Director*

Ahmed has over 25 years of experience and has worked in various units of the bank spanning Retail, Commercial/SME, Public Sector and Corporate Banking Divisions. He joined the Guaranty Trust Bank in 1998 as a Banking Officer and rose through the ranks until his appointment to the Board in October 2023. Ahmed has been involved in landmark Corporate Finance transactions in the Energy, Telecommunications and Power Sectors.

Ahmed holds a degree in Electrical/Electronics Engineering from Abubakar Tafawa Balewa University Bauchi State, Nigeria (1991) and an MBA from Ahmadu Bello University Zaria, Kaduna, Nigeria (2000). He is also a Chartered Banker MBA holder from Bangor University, Wales, United Kingdom (2023) and a member of the Chartered Bankers Institute, Scotland. He is an Honorary Senior Member (HCIB) of the Chartered Institute of Bankers of Nigeria, (CIBN).

Ahmed has attended various executive management, strategy and banking programmes at leading institutions such as INSEAD, Harvard Kennedy School, Michigan University and Cranfield University among others.

Ahmed currently heads the Public Sector and North East Division of the Bank. He also serves as a Non-Executive Director at GTBank Liberia.

### **3. GTFM**

**Kelvin Biiranee**, *Managing Director*

Kelvin was appointed the Managing Director of Guaranty Trust Fund Managers Limited in July 2022. Prior to the appointment, he was a General Manager at GTBank Nigeria with over 20 years of experience in Wealth Management, Auditing, and Banking.

Kelvin holds a Bachelor of Science degree in Accounting from the University of Port Harcourt, Rivers State, Nigeria (2002) and two Masters' degrees in Accounting and Finance (2007), and Global Central

Banking and Financial Regulation (2022) from the University of Manchester, United Kingdom and the University of Warwick, United Kingdom respectively.

He has completed several professional development courses including the Lagos Business School Advanced Management Programme and McKinsey Black Executive Leadership Programme. Kelvin is a Fellow of the Association of Chartered Certified Accountants (FCCA), the Institute of Chartered Accountants of Nigeria (FCA), Chartered Institute of Taxation of Nigeria (FCTI), and the Chartered Institute of Bankers of Nigeria (FCIB). He is also a member of the Chartered Institute of Directors and a Sponsored Individual of SEC Nigeria with registration for Fund/Portfolio Manager and Corporate Investment Adviser.

**Josephine Essien, *Executive Director***

Josephine is an Executive Director and the Chief Investment Officer of GTFM. She is a finance professional with over 14 years of experience in Emerging Markets, possessing exceptional competence in Financial Analysis, Investment Portfolio Management, Fixed Income Trading, Multi-Currency Trading & Structured Sales, Derivatives Sales, and Client Relationship Management. She joined GTBank Nigeria as a Retail Banking Officer in 2010 where she explored business opportunities in new markets and evaluated market penetration strategies.

Josephine holds a Bachelor of Science degree in Cell Biology & Genetics from the University of Lagos (2008). In 2014, she acquired an Advanced Diploma in Accounting and Business from the Association of Chartered Certified Accountants. In the progression of her career, she has become a member of the Chartered Professional Accountant and Certified General Accountant - CPA, CGA of British Columbia, and the Association of Chartered Certified Accountants-ACCA. She also obtained an MBA from Imperial College Business School, United Kingdom (2022).

#### **4. GTPM**

**Adetoun Dosunmu, *Managing Director***

Adetoun is the Managing Director of Guaranty Trust Pension Managers Limited (GTPension), initially taking on the role in an interim capacity in January 2023 before being officially appointed in April of the same year. With 24 years of experience, she has expertise in various treasury functions including Fixed Income Securities, Assets & Liability Management, Foreign Currency Trading, and Derivatives.

She began her career in 1999 at Fortune Bank Limited, working in Private Banking and Treasury divisions of the bank. In 2002, she transitioned to First Securities Discount House Limited, serving as a Dealer in the Treasury Department. She later joined United Bank for Africa Plc in 2007 where she held senior roles including Head, Fixed Income Trading, under Treasury.

Prior to joining GTPM, she was the Group Head, Fixed Income, Currencies, Treasury, Correspondent Banking and Sales at FBNQuest Merchant Bank Limited. She was also an Executive Director at FBNQuest Asset Management Limited. Additionally, Adetoun has served as the President of the Financial Markets Dealers Association (FMDA) and represented FMDA as a Non-Executive Director on the Board of FMDQ Depository Limited.

Adetoun holds a degree in Economics from the University of Ibadan (1997) and obtained a Post Graduate Certificate in Business Administration from the University of Warwick, United Kingdom (2015). She is a member of the Chartered Institute of Directors and has completed professional courses at prestigious institutions including the Wharton Business School, University of Pennsylvania, USA.

#### **5. HabariPay**

**Eduofon Japhet, *Managing Director***

Eduofon Japhet was appointed to her current role in November 2021. Prior to the appointment, she held several key positions at GTBank Nigeria with over 20 years of experience in Payments, Product Innovation and Information Technology. Eduofon Japhet is an IT professional, an innovator and a leader.

Edu holds a Bachelor of Science degree in Computer Science from the University of Nigeria (2001), a Masters in Business Administration from the Lagos Business School (2010) and several professional certifications Software Development, Database Management, IT Service Management, Project Management and IT Audit.

An accomplished leader, Eduofon Japhet has taken several executive education courses at renowned institutions such as the Kellogg School of Business, IESE School of Management, Cranfield University, University of Michigan's Ross School of Business and the McKinsey Black Executive Leadership Programme.

She served as a pioneer member of the CBN IT Standards Council and National Working Groups for development of payment systems in the Transportation and Health sectors.

**Adeyemi Atanda, *Executive Director***

Yemi is the Chief Marketing Officer of HabariPay Limited. A graduate of Mechanical Engineering from Obafemi Awolowo University Ile-Ife, Nigeria (1996), he holds a Master of Business Administration (MBA) in Finance from University of Ibadan, Nigeria (2005). Yemi also holds certificates in Management, Leadership and Entrepreneurship from prestigious institutions like Lagos Business School, Michigan University and University of Maryland.

Yemi is a Certified Information System Security Professional and is currently a member of trustee of the Nigerian Chapter. He also holds professional certifications in IT Infrastructure, Microsoft Enterprise/Business Solutions as well as Computer Programming. His work experience spans various industries such as oil and gas, IT management, e-Payments, Payment Processing and Digital Banking.

Yemi's work experience stretches over 22 years with more than half of that in management positions in electronic banking. He has pioneered various innovations in digital financial services in Nigeria and is constantly on the cutting-edge of payment disruption in the country. Between May 2020 - July 2022, Yemi was the Chairman, Committee of e-Business Industry Heads (CeBIH) where he led industry-wide policy reforms and advocacy for the digital financial service practice in Nigeria.



## PART XXIV: STATUTORY AND GENERAL INFORMATION

### **Incorporation**

The Issuer is a public limited liability company incorporated under the laws of the Federal Republic of Nigeria as *Guaranty Trust Holding Company Plc* with registration number 1690945, pursuant to a certificate of incorporation dated 24 July 2020. Following completion of the Restructuring, it commenced operations as a Financial Holding Company on 1 August 2021 under the authorisation of the Final License. There has been no change in the Issuer's registered office - Plot 635 Akin Adesola Street, Victoria Island, Lagos, Nigeria – since its incorporation.

### ***The Restructuring***

On 5 November 2020, the GTBank Nigeria Directors announced that a decision had been made to embark on the Restructuring following a comprehensive strategic evaluation of the operating and competitive environment of the Nigerian banking sector in the near term, with the aim of inserting a parent/holding company above GTBank Nigeria.

The directors of GTBank Nigeria expressed the expectations that the Restructuring would result in greater strategic flexibility and agility to explore future business opportunities beyond the banking business as well as adapt to market and regulatory changes.

### ***Principal Consequences of the Restructuring***

#### *Transfer and delisting of Scheme Shares and GTBank Nigeria GDRs*

1. In consideration of the transfer of the Scheme Shares and the GTBank Nigeria GDRs to the Issuer, the Scheme Shareholders and GDR Holders received new Holdco Shares based on an exchange ratio of one Holdco Share and one Holdco GDR for one Scheme Share and one GTBank Nigeria GDR, respectively.
2. The delisting and cancellation of the Scheme Shares and concurrent listing of the Holdco Shares on the Official List of the NGX.
3. The termination of the GTBank Nigeria GDR Programme constituted by the GTBank Nigeria Deposit Agreement by way of the Deed of Termination and the establishment of the Issuer's GDR Programme.
4. The issue of the Holdco GDRs by the Depositary under the Deposit Agreement on substantially similar terms to the arrangements under the GTBank Nigeria Deposit Agreement.
5. The delisting of the GTBank Nigeria GDRs from, and admission of the Holdco GDRs to, the FCA's Official List and trading on the LSE's main market for listed securities.
6. With effect from the Scheme Effective Date, the Issuer became the ultimate parent company of the GTCOPLC Group, and GTBank Nigeria became a wholly-owned subsidiary of the Issuer and re-registered as a private limited company.

#### *Scheme Statistics*

Number of GTBank Nigeria Shares as at the Scheme Record Date.....	29,431,179,224
Number of Holdco Shares pursuant to the Scheme.....	29,431,179,224
Number of Holdco Shares after the Scheme Effective Date.....	29,431,179,224

### **Share Capital History**

The Holdco was incorporated with an initial authorised share capital of ₦1,000,000.00 divided into 1,000,000 Ordinary Shares of ₦1.00 each, out of which 250,000 Ordinary Shares of ₦1.00 each were issued to the initial subscribers. The Holdco subsequently effected a subdivision of the nominal value of its Ordinary Shares from ₦1.00 to 50 kobo.

In 2020, the Holdco increased its authorised share capital from ₦1,000,000.00 to ₦26,835,000,000.00 by the creation of 53,668,000,000 Ordinary Shares of 50 kobo each.

Under the Scheme, Holdco issued ₦14,715,589,612.00 divided into 29,431,179,224 Ordinary Shares as the consideration for the Scheme, credited as fully paid to the Scheme Shareholders.

Following the replacement of the requirement for companies to have an “authorised share capital” under Section 99 of CAMA 2004 with the “*minimum issued share capital*” principle under Section 124 of CAMA 2020, the Holdco effected the cancellation of its unissued Ordinary Shares of ₦12,119,410,388.00 divided into 24,238,820,776 Ordinary Shares of 50 kobo each in compliance with the CAMA 2020 provision. The cancellation was authorised by a special resolution of the shareholders passed at the AGM that was held on 9 April 2022.

As at the date of this Shelf Prospectus, the issued share capital of the Holdco is ₦14,715,589,612.00 divided into 29,431,179,224 Ordinary Shares of 50 kobo each.

The changes in the Holdco’s share capital since its incorporation are presented below:

Date	Authorised		Issued and Fully Paid		Consideration
	Increase (₦)	Cumulative (₦)	Increase	Cumulative	
2020	1,000,000	1,000,000	250,000	250,000	Incorporation Shares
2020	26,835,000,000	26,835,000,000	250,000	500,000	Sub-division
2021	0	0	0	0	Surrender of Incorp. Shares
2021	0	0	29,431,179,224	29,431,179,224	Scheme Consideration
2022	0	12,119,410,388	0	0	s124 CAMA Cancellation
2024	0	0	0	29,431,179,224	Current position

The Issuer’s share capital was increased from ₦14,715,589,612 to ₦22,215,589,612 by the creation of 15,000,000,000 additional ordinary shares of 50 kobo each, pursuant to the Shareholders’ Resolution.

### Authorisation of the Programme

The establishment of the Programme was authorised by a resolution of the Board (the **Board Resolution**) passed on 4 April 2024.

At the AGM held on 9 May 2024, the Shareholders’ Resolution was passed by the shareholders of the Issuer.

The Shareholders’ Resolution provides the maximum flexibility to the Board in the management of the GTCOPLC Group’s capital resources, including regulatory capital. It particularly enables the GTCOPLC Group to respond promptly to developments and opportunities in the financial markets, should circumstances so require. The Board considers it in the best interest of the GTCOPLC Group to have the flexibility afforded by the Programme.

Certified true copies of the Board Resolution and the Shareholders’ Resolution (collectively, the **Resolutions**) have been filed with the SEC as supporting documents to the registration statement of which this Shelf Prospectus forms a part. The Resolutions will be available for inspection throughout the Validity Period of the Shelf Prospectus.

### Shareholding Structure

As at the date of this Shelf Prospectus, the Issuer’s issued share capital was ₦14,715,589,612 comprising 29,431,179,224 Ordinary Shares of 50 kobo each. No individual shareholder held up to 5 per cent. and above of the issued share capital of the Issuer except for the following:

Shareholders	Shareholding	%
Stanbic Nominees Nigeria Limited	5,821,487,251	19.78
Zenith Pension Fund Custodian Limited	2,448,674,111	8.32
<b>Total Shareholding</b>	<b>8,270,161,362</b>	<b>28.10</b>

The Ordinary Shares held by Stanbic Nominees Nigeria Limited and Zenith Pension Fund Custodian Limited are held on behalf of various investors. Stanbic Nominees Nigeria Limited and Zenith Pension Fund Custodian Limited do not exercise proprietary voting rights in connection with these holdings.

### Directors' Beneficial Interests

As at 31 March 2024, the interests of the Directors in the issued share capital of the Issuer as recorded in the Register of Directors' Interests or as notified by them for disclosure purposes pursuant to Section 301 and Section 302 of CAMA are as follows:

Names of Directors	Shareholding			%
	Direct	Indirect	Total	
Mr. Hezekiah Adesola Oyinlola	Nil	552,900	552,900	0.00
Mr. Julius Kosebinu Olusegun Agbaje	32,146,651	Nil	32,146,651	0.11
Mr. Adebajji Isola Adeniyi	263,312	74,400	337,712	0.00
Mr. Suleiman Barau	Nil	Nil	Nil	0.00
Mrs. Catherine Echeozo	2,108,118	2,940,300	5,048,418	0.02
Mrs. Helen Heyoung Lee	Nil	Nil	Nil	0.00
<b>Total (Directors)</b>	<b>34,518,081</b>	<b>3,567,600</b>	<b>38,085,681</b>	<b>0.13</b>
<b>Total (Issued Share Capital)</b>			<b>29,431,179,224</b>	<b>0.13</b>

The Directors have the same voting rights as other Shareholders.

### Legal Entity Identifier

The Legal Entity Identifier of GTCOPLC is 0292004488G9K8Y1I649.

### Claims and Litigation Opinion

Please see Part [XXVII] "*Extract from Litigation Opinion*".

### Dividend Policy

The Articles and the relevant provisions of CAMA set out the procedure for determining dividends that the Issuer distributes to its Shareholders. Subject to the Articles, the Issuer may, by a resolution passed by a simple majority of its Shareholders present and voting at an AGM, declare annual dividends in accordance with the respective rights of Shareholders.

At a duly constituted meeting held on May 09, 2024, a majority of the Shareholders present at the meeting approved the payment of a dividend to Shareholders whose names appeared in the Register of Members at the close of business on Friday, April 26, 2024, in the aggregate amount of ₦94.2 billion (₦3.20 per Ordinary Share).

The Issuer declared and paid dividends in the amount equal to ₦3.20 (U.S.\$0.0035) per Ordinary Share in 2023, ₦3.10 (U.S.\$0.0067) per Ordinary Share in 2022 and ₦3.00 (U.S.\$0.0072) per Ordinary Share in 2021, based on the number of Ordinary Shares in issue for each financial year.

Financial Year	Dividend/ share (NGN)	Aggregate amount of dividend (NGN)
2023	3.20	94,179,773,516.80
2022	3.10	91,236,655,594.40
2021	3.00	88,293,537,672.00

The payment of future dividends will depend on a number of factors, including but not limited to the Issuer's financial condition and operating results, financial commitments with respect to any borrowings and interest thereon, economic and market conditions, and other factors considered relevant by the Directors, including applicable regulations and policies (such as those relating to regulatory capital limitations and the ability of the subsidiaries to pay dividends to the Issuer as the parent). See "*Risk Factors—The Issuer's ability to pay dividends and effect returns of capital in the future is subject to a number of factors.*"

### ***Management of Unclaimed Dividends***

As at the date of this Shelf Prospectus, the total amount of unclaimed dividends in the records of Datamax Registrars Limited (Registrar to the Issuer) is ₦6,186,344,753.69.

In line with the SEC Rule on “*Return of Dividends Unclaimed*”, the Issuer receives at least 90 per cent. of all dividends unclaimed from the Registrar after 15 months of approval at a general meeting (for final dividend) or a Board meeting (for interim dividend), which is invested for the benefit of the Issuer until claimed. The Issuer is not constituted as a trustee over such unclaimed dividends. No dividends or other monies payable on or in respect of an Ordinary Share shall bear interest against the Issuer pursuant to the SEC Rules. Any dividend unclaimed for a period of 12 years after having become due for payment (if the Board so resolves) is forfeited pursuant to CAMA and revert to the Company.

The Issuer continues to utilise its best efforts to notify its shareholders whose dividends remain unclaimed in order to ensure that the dividends are claimed. The Issuer publishes an *Unclaimed Dividend List* on an annual basis, which is sent to shareholders with the Issuer’s Annual Report, enjoining shareholders entitled to the dividends to contact the Registrar. The Issuer also continuously sensitises shareholders through advertisements in national newspapers and publication of Unclaimed Dividend Forms on its website. The Unclaimed Dividend Forms are also provided, without charge, at GTBank Nigeria’s branches nationwide.

The Issuer continues to support “*e-Dividend*” as a viable option to eliminate the issue of unclaimed dividends and sends e-Dividend Mandate Forms to shareholders to mandate the payment of their dividends into their bank accounts.

### ***Statement on Unpaid Dividends***

All the dividends declared by the Issuer prior to the date of this Shelf Prospectus were duly paid on the specified dates of payment.

### **Indebtedness**

As of 31 March 2024, the Company had no outstanding debt issued nor borrowed funds in its position.

### **Related Party Transactions/Conflicts of Interest**

Pursuant to the NGX Listing Rules, the Issuer is permitted to enter into recurrent transactions with a related party or interested person on the condition that such related party transactions are of a revenue or trading nature or are necessary for the Company’s day-to-day operations subject to the grant of a general mandate by its Shareholders at an AGM (the **General Mandate**). The General Mandate is effective from the date on which the resolution of the Shareholders is passed until the date on which the next AGM is held.

There is no actual or potential conflict of interest between the Issuer and the Directors, or between the Issuer and the parties to the Programme as at the date of this Shelf Prospectus.

### **Estimated Costs and Expenses of the Establishment of the Programme**

The costs and expenses of the establishment of the Programme including the SEC filing fees and legal fees, auditors’ fees and such other fees and expenses incurred in connection with the Programme, are estimated at ₦1,500,000,000.00.

### **Pledged Assets**

Except as otherwise disclosed in the Financial Statements, the Issuer had no outstanding debenture, mortgages, charges or similar indebtedness or contingent liabilities as at the date of this Shelf Prospectus.

### **Research and Development**

The Operating Entities are responsible for the GTCOPLC Group’s research and development activities and continuously research ways to improve its service offerings, products, efficiency in operations and market opportunities on an economically sustainable basis, to enhance the GTCOPLC Group’s profitability and maximize returns and value for its shareholders.

## **Issuer's Website**

The Issuer's website is <https://www.gtcopl.com>. Unless specifically incorporated by reference into this Shelf Prospectus, information contained on the website does not form part of this Shelf Prospectus.

## **Websites**

In this Shelf Prospectus, references to websites or uniform resource locators (**URLs**) are inactive textual references. The contents of any such website or URL shall not form part of, or be deemed to be incorporated by reference into, this Shelf Prospectus.

## **Declarations and Statement of Directors' Responsibilities**

Save as disclosed in this Shelf Prospectus:

1. No share of the Issuer is under option or agreed conditionally or unconditionally to be put under option created or issued by the Issuer;
2. No commissions, discounts, brokerages or other special terms have been granted by the Issuer to any person in connection with the Programme or any offering under the Programme;
3. Save as disclosed herein, the Directors have not been informed of any holding representing 5 per cent. or more of the issued share capital of the Issuer;
4. There are no founder, management or deferred shares or any options outstanding in the Issuer;
5. There are no material service agreements between the Issuer or any of its Directors and employees other than in the ordinary course of business;
6. No Director of the Issuer has had any interest, direct or indirect, in property purchased or proposed to be purchased by the Issuer in the five years prior to the date of this Shelf Prospectus;
7. No Director or key management staff of the Issuer is or has been involved in any of the following:
  - a. A petition under any bankruptcy or insolvency laws filed (and not struck out or dismissed) against such person or any partnership in which he or she was a partner or any company of which he or she was a director or key personnel;
  - b. A conviction in a criminal proceeding or is named subject of pending criminal proceedings relating to fraud or dishonesty; and
  - c. The subject of any order, judgment or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty, restraining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.
8. There are no amounts or benefits paid or intended to be paid or given to any promoter within the two years preceding the date of the Shelf Prospectus.

## **Auditors**

The consolidated and separate financial statements of the GTCOPLC Group as at and for each of the years ended 31 December 2023, 2022 and 2021, respectively, have been audited by EY Nigeria in accordance with International Standards on Auditing, with audit reports issued without modification.

EY Nigeria is registered to carry out audit work by the Institute of Chartered Accountants of Nigeria, the Financial Reporting Council of Nigeria and the Financial Reporting Council of the United Kingdom, and whose registered office is UBA House, 10<sup>th</sup> and 13<sup>th</sup> Floors, 57, Marina, Lagos, Nigeria.

EY Nigeria does not have any material interest in the Issuer.

## Relationship between the Issuer and its Advisers

As at the date of this Shelf Prospectus, there was no relationship between the Issuer and any of the advisers except in the ordinary course of business.

## Mergers and Acquisitions

As at the date of this Shelf Prospectus, except as otherwise disclosed herein, the Issuer has not received any merger or takeover offer from a third party in respect of its securities nor has the Issuer made any merger or takeover offer to any other company in respect of such other company's securities within the current or preceding financial years.

## No Material Adverse Change

There has been no material adverse change in the prospects of GTCOPLC and its Subsidiaries taken as a whole since 31 December 2023. There has been no significant change in the financial performance or financial position of GTCOPLC since 31 March 2024 and there has been no significant change in the financial performance or financial position of GTCOPLC and its Subsidiaries taken as a whole since 31 March 2024.

## Material Contacts

"As at April 29, 2024, save for the Deposit Agreement dated June 25, 2021, the Company has not entered into any agreements outside the ordinary course of business or which are or will adversely impact the Programme." Please also see Part [XXVIII] "*Material Contracts Opinion for the Programme*".

## Credit Ratings

*The following information has been extracted from information made available by each rating agency referred to below (as at the date of this Shelf Prospectus). The Issuer confirms that such information has been accurately reproduced and that, so far as the Issuer is aware, and is able to ascertain from information published by such rating agencies, no facts have been omitted which would render the reproduced information inaccurate or misleading.*

The Issuer was assigned long-term credit ratings of "B-" by both Fitch Ratings and Standard & Poor's (S&P) in 2023. The Issuer was previously assigned respective long term credit ratings of "B" by Fitch Ratings in 2022 and "B-/Stable/B" by S&P in 2022 and 2023.

The table below illustrates the Company's credit rating profile:

Rating Agency	Year	Rating	
		Local Currency	Foreign Currency
Fitch Ratings	2022	AA(nga)	B/Stable
	2023	AA(nga)	B-/Stable
Standard & Poor's	2022	ngBBB-/--/ngA-3	B-/Stable/B
	2023	ngBBB-/--/ngA-3	B-/Stable/B

## Rating Definitions

The following outlines the associated descriptions for the ratings assigned to the Issuer:

<b><u>Fitch Ratings</u></b>	
AA(nga)	This rating denotes expectations of very low credit risk. It indicates very strong capacity for payment of financial commitments in Nigerian Naira. This capacity is not significantly vulnerable to foreseeable events.
B -	The 'B' rating indicates that material default risk is present, but a limited margin of safety remains. Financial commitments in foreign currency are currently being met; however, capacity for continued payment is vulnerable to deterioration in the business and economic environment.

<b>Standard &amp; Poor's</b> ngBBB-/--/ngA-3+	This connotes a rating of ngBBB- long term and ngA-3 short term Nigeria national scale rating.
B-/Stable/B	This rating denotes an obligor with current capacity to meet its financial commitments. Adverse business, financial or economic conditions will likely impair the obligor's capacity or willingness to meet its financial commitments.

### ***Rating Modifiers***

**Plus (“+”)** or **minus (“-“)** suffix appended to a rating denotes relative status within the major rating categories of the two agencies. Such suffixes are not added to the “AAA” rating category or to categories below “CCC” for both Fitch and S&P.

The S&P and Fitch Nigeria national scale use their respective global rating symbols with the addition of an “ng” prefix (S&P) and an “nga” suffix (Fitch) to denote “Nigeria” and the scale’s focus on Nigerian financial markets.

### ***Rating Outlook Definitions***

A S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future action.

**Positive** means that a rating may be raised.

**Negative** means that a rating may be lowered.

**Stable** means that a rating is not likely to change.

**Ratings are statements of opinion as of the date they are expressed and not statements of fact or recommendations to purchase, hold, or sell any securities or make any investment decisions. Ratings may be changed, suspended, or withdrawn at any time by the assigning rating agency.**

### **Consents**

The underlisted parties have given and have not withdrawn their written consents to the issue of this Shelf Prospectus with their names, reports and opinions (where applicable) being included in the form and context in which they appear:

<b>The Directors:</b>	Hezekiah Adesola Oyinlola ( <i>Chairman/Non-Executive</i> ) Julius Kosebinu Olusegun Agbaje ( <i>Group Chief Executive Officer</i> ) Suleiman Barau ( <i>Independent Non-Executive Director</i> ) Helen Heyoung Lee ( <i>Independent Non-Executive Director</i> ) Catherine Echeozo ( <i>Non-Executive Director</i> ) Adebanji Isola Adeniyi ( <i>Executive Director</i> )
<b>Company Secretary:</b>	Erhieyovben Emmanuel Obebeduo
<b>Lead Issuing House:</b>	Stanbic IBTC Capital Limited
<b>Joint Issuing Houses:</b>	FCMB Capital Markets Limited Vetiva Advisory Services Limited
<b>Solicitors to the Issuer:</b>	Aluko & Oyebode
<b>Solicitors to the Programme:</b>	Banwo & Ighodalo
<b>Issuer Counsel (English Law):</b>	White & Case LLP
<b>Auditors:</b>	Ernst & Young

## **Documents available for Inspection**

For as long as this Shelf Prospectus remains valid, copies of the following documents will, when published, be available for inspection in physical form at the registered office of the Issuer on every Business Day and at the Issuer's website at [www.gtcopl.com](http://www.gtcopl.com).

1. Certificate of Incorporation of the Issuer, duly certified by the CAC;
2. Memorandum and Articles of Association, duly certified by the CAC;
3. Deposit Agreement, duly certified by the Company Secretary and a Director;
4. Resolutions of the Board and the Shareholders authorising the establishment of the Programme;
5. Documents incorporated by reference herein;
6. Rating Reports referred to above;
7. Schedule of Claims and Litigation involving the Issuer and the Transaction Counsel's opinion thereon;
8. Material contracts referred to herein;
9. Consents of the Directors and the parties to the Programme;
10. This Shelf Prospectus and the letter of the SEC conveying the registration thereof; and
12. Any future shelf prospectus, supplementary shelf prospectus, applicable supplementary prospectuses, information memoranda, pricing supplements or final terms to this Shelf Prospectus and any other documents incorporated therein by reference.



## PART XXV: DEFINITIONS AND GLOSSARY

In this Shelf Prospectus, the following words and expressions have the following meanings, unless the context otherwise requires or unless otherwise so defined.

### Issuer-Related Terms

<b>Articles</b>	Articles of Association of GTCOPLC, as amended from time to time.
<b>AGM</b>	Annual General Meeting of the Issuer.
<b>AML/CFT/CPF Framework</b>	The GTCOPLC Group's Framework for Anti-Money Laundering and Combating the Financing of Terrorism.
<b>AUM</b>	Assets Under Management.
<b>Banking Subsidiary/ies</b>	The Operating Entities that carry on banking business within Africa and the United Kingdom.
<b>Board</b>	The Issuer's Board of Directors as at the date of this Shelf Prospectus.
<b>Board Resolution</b>	The resolution of the Board passed on 4 April 2024 recommending the Issuer's capital raising plan to the Shareholders
<b>Contingent Capital Securities</b>	The subordinated securities of the Issuer, which may be convertible into Ordinary Shares of GTCOPLC, or which may be permanently written down to zero that a trustee authenticates and delivers under the applicable trust deed.
<b>Custodian</b>	Citibank Nigeria Limited.
<b>Debt Securities</b>	Securities that may be issued under the Programme as so described under the Shelf Prospectus.
<b>Deed of Termination</b>	The deed between GTBank Nigeria and the Depositary dated June 25, 2021, in relation to the termination of the GTBank Nigeria Deposit Agreement.
<b>Deposit Agreement</b>	The Deposit Agreement between the Issuer and JP Morgan Chase, N.A as Depositary dated June 25, 2021, as may be amended or supplemented.
<b>Depositary</b>	JP Morgan Chase Bank N.A. (JP Morgan Chase) unless otherwise specified in an Applicable Supplementary Prospectus.
<b>Directors</b>	Members of the Issuer's Board of Directors as of the date of this Shelf Prospectus, unless the context requires otherwise.
<b>DPO</b>	Data Protection Officer.
<b>Equity Securities</b>	Securities that may be issued under the Programme as so described in this Shelf Prospectus.
<b>Ex-Nigeria domiciled Operating Entities</b>	Operating Entities domiciled outside Nigeria.
<b>GDRs</b>	Global Depositary Receipts.
<b>GTBank Nigeria</b>	Guaranty Trust Bank Plc and its subsidiaries prior to the Scheme and Guaranty Trust Bank Limited from the Scheme Effective Date.
<b>GTBank Nigeria Deposit Agreement</b>	The deposit agreement dated 25 July 2007 between GTBank Nigeria and the Depositary in relation to GTBank Nigeria GDRs.
<b>GTBank Nigeria Directors</b>	The members of GTBank Nigeria's board of directors.

<b>GTBank Nigeria GDRs</b>	The GDRs issued pursuant to the GTBank Nigeria Deposit Agreement representing ownership in GTBank Nigeria GDR Underlying Shares.
<b>GTBank Nigeria GDR Underlying Shares</b>	The 1,579,383,837 fully paid Ordinary Shares of 50 kobo each in GTBank Nigeria's issued share capital, deposited with the Custodian and held on behalf of the Depository for the benefit of the GTBank Nigeria GDR Holders pursuant to the terms of the GTBank Nigeria Deposit Agreement.
<b>GTCOPLC or Holdco or Issuer</b>	Guaranty Trust Holding Company Plc.
<b>GTCOPLC Group or Issuer Group</b>	GTCOPLC together with its Banking Subsidiaries and Non-Banking Subsidiaries on a consolidated basis.
<b>GTFM</b>	Guaranty Trust Fund Managers Limited, the fund/asset management Subsidiary of GTCOPLC Group.
<b>GTPM</b>	Guaranty Trust Pension Managers Limited, the pension administration Subsidiary of the GTCOPLC Group.
<b>HabariPay</b>	HabariPay Limited, the payment technology Subsidiary of the GTCOPLC Group.
<b>Holdco GDRs</b>	The GDRs issued by the Depository pursuant to the Deposit Agreement, representing ownership of the Holdco GDR Underlying Shares.
<b>Holdco GDR Underlying Shares</b>	The 1,579,383,837 fully paid Ordinary Shares of 50 kobo each issued and credited as fully paid by the Issuer and deposited with the Custodian for the account of the Depository pursuant to the Deposit Agreement, upon the Scheme becoming effective.
<b>Holdco Shares</b>	The 29,431,179,224 Ordinary Shares of 50 kobo each in the share capital of the Holdco issued to the Scheme Shareholders in exchange for the Scheme Shares pursuant to the Scheme.
<b>Hybrid Securities</b>	Securities that may be issued under the Programme as so described in this Shelf Prospectus.
<b>IHC</b>	Intermediate Holding Company, being GTBank Nigeria in relation to the ex-Nigeria domiciled Operating Entities.
<b>Nigeria-domiciled Operating Entities</b>	The Operating Entities domiciled within Nigeria.
<b>Non-Banking Subsidiary/ies</b>	The Operating Entities that are "permissible financial institutions" as defined under the FHC Guidelines.
<b>Operating Entity/ies</b>	The Banking Subsidiaries and the Non-Banking Subsidiaries of the GTCOPLC Group (present and in the future).
<b>Principal Subsidiary</b>	GTBank Nigeria, from the Scheme Effective Date.
<b>Programme</b>	USD750 Million Multi-Currency Securities Issuance Programme (or equivalent amount in Nigerian Naira outstanding from time to time).
<b>Resolutions</b>	The Board Resolution and the Shareholders Resolution granting authorisation of GTCOPLC's capital raising plan which execution is contemplated by the establishment of the Programme
<b>Restructuring</b>	The corporate reorganisation of GTBank Nigeria by means of the Scheme under Section 715 of CAMA.

<b>Scheme</b>	Scheme of arrangement between GTBank Nigeria and the Scheme Shareholders effected under Section 715 of CAMA.
<b>Scheme Effective Date</b>	The date on which a certified true copy of the Court Sanction was delivered to the CAC for registration.
<b>Scheme Record Date</b>	The Business Day immediately prior to the Scheme Effective Date.
<b>Scheme Shareholders</b>	Holders of the fully paid Ordinary Shares of GTBank Nigeria as at the Scheme Record Date.
<b>Securities</b>	Equity Securities, Debt Securities and Hybrid Securities that may be issued under the Programme.
<b>Shareholder/s</b>	Holders of the fully paid Ordinary Shares of GTCOPLC.
<b>Shareholders' Resolution</b>	The special resolution passed by the Shareholders at the AGM held on 9 May 2024 granting the Board the authority to embark on the execution of the capital raising plan contemplated by the establishment of the Programme.
<b>Shelf Prospectus</b>	This document dated [●], registered by the SEC in accordance with SEC Rule 279(6), and such other supplementary shelf prospectus(es) as may be issued from time to time in relation to the Programme.

#### **Currency Exchange-Related Terms**

<b>Applicable Exchange Rate</b>	The closing exchange rate for the purchase of U.S. dollars with NGN on an Exchange Rate Determination Date, obtained by reference to the Relevant Source.
<b>Authorised Dealer</b>	Any bank licensed by the CBN to deal in foreign exchange under the FEMM Act.
<b>Bloomberg Terminal</b>	A computer terminal and real-time financial information delivery system.
<b>Business Day</b>	A day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Lagos, Nigeria and New York City, USA (the <b>Principal Financial Centres</b> ) and any other place as specified in an Applicable Supplementary Prospectus or relevant pricing supplement (each an <b>Additional Business Centre</b> ).
<b>Exchange Rate Determination Date</b>	The day which is one (1) Business Day preceding the date of a Relevant Activity.
<b>FMDQ Exchange</b>	FMDQ Securities Exchange Limited, a SEC-registered OTC Market and Securities Exchange, or any successor or replacement service or page thereof.
<b>NAFEM</b>	Nigerian Autonomous Foreign Exchange Market, where foreign exchange trades are executed by Authorised Dealers.
<b>Naira, ₦, NGN</b>	Nigerian Naira, the lawful currency of Nigeria.
<b>OTC</b>	Over-the-Counter.
<b>Relevant Activity</b>	(a) filing of applications to obtain approvals of the relevant regulatory authorities for issuance(s) of Naira-denominated Securities under the Programme; and/or

- (b) determination of any payment obligation(s) in relation to any Naira-denominated Debt Securities or Hybrid Securities.

<b>Relevant Source</b>	<b>NAFEM Closing</b> published by FMDQ Exchange on its website - <a href="http://www.fmdqgroup.com/exchange/">www.fmdqgroup.com/exchange/</a> or the <b>NIGNI&amp;E Index</b> page on the Bloomberg Terminal, or such other information service provider that displays the relevant information.
<b>Specified Currency</b>	The currency in which the Securities offered under an Applicable Supplementary Prospectus is denominated.
<b>USD, US\$ or U.S. dollars</b>	United States dollars, the lawful currency of the United States of America.

#### **Legislative, Regulatory and General Terms**

<b>AT1</b>	Additional Tier 1 Capital as defined under the Capital Regulations.
<b>AMCON</b>	Asset Management Corporation of Nigeria.
<b>BOFIA</b>	Banks and Other Financial Institutions Act, 2020.
<b>BoG</b>	Bank of Ghana.
<b>CA</b>	Companies Act, 2015 of Kenya.
<b>CAC</b>	Corporate Affairs Commission, established by the CAMA.
<b>CAMA</b>	Companies and Allied Matters Act, 2020.
<b>Capital Regulations</b>	“ <i>CBN Guidelines on Regulatory Capital</i> ” effective September 2021, as amended from time to time.
<b>CAR</b>	Capital Adequacy Ratio.
<b>CBN</b>	Central Bank of Nigeria.
<b>CBN Act</b>	Central Bank of Nigeria Act, 2007.
<b>CBK</b>	Central Bank of Kenya
<b>CBK Act</b>	Central Bank of Kenya Act
<b>CCI</b>	Certificate of Capital Importation.
<b>CIR</b>	Cost-to-Income Ratio.
<b>Common Equity Tier 1 Capital</b>	Has the meaning assigned to such term in the Capital Regulations then applicable.
<b>CRR</b>	Cash Reserve Requirement.
<b>Court</b>	Federal High Court of Nigeria.
<b>Court Sanction</b>	Order of the Court sanctioning the Scheme, pursuant to the provisions of Section 715(3) of the CAMA.
<b>DPA</b>	Data Protection Act, 2019.
<b>DPF Board</b>	Deposit Protection Fund Board.
<b>D-SIBs</b>	Domestic Systemically Important Banks, designated pursuant to the <i>Framework for the Regulation and Supervision of Domestic Systemically Important Banks in Nigeria</i> issued by CBN and NDIC, effective March 01, 2015.

<b>FCA</b>	Financial Conduct Authority, United Kingdom.
<b>FEMM Act</b>	Foreign Exchange (Monitoring and Miscellaneous Provisions) Act.
<b>FHC</b>	Financial Holding Company as defined under the FHC Guidelines.
<b>FHC Guidelines</b>	The <i>Guidelines for Licensing and Regulation of Financial Holding Companies in Nigeria</i> effective 29 August 2014 issued by the CBN, as amended from time to time.
<b>Fintech Industry</b>	Financial technology industry.
<b>Final License</b>	The final license issued by the CBN subject to compliance with the relevant requirements of the FHC Guidelines.
<b>FRCN Act</b>	Financial Reporting Council of Nigeria (Amendment) Act, 2023.
<b>FSMA</b>	Financial Services and Markets Act 2000, as amended from time to time.
<b>Governance Guidelines</b>	Central Bank of Kenya Prudential Guidelines CBK/PG/02
<b>I&amp;E FX Window</b>	Investors' & Exporters' FX Window (or any window/market that replaces same)
<b>IASB</b>	International Accounting Standards Board.
<b>IFRS</b>	International Financial Reporting Standards.
<b>ISA</b>	Investments & Securities Act, No. 29, 2007.
<b>KDIA</b>	Kenya Deposit Insurance Act, 2012.
<b>KDIC</b>	Kenya Deposit Insurance Corporation.
<b>LANs</b>	Local Area Networks.
<b>LDR</b>	Loan-to-Deposit Ratio.
<b>LSE</b>	London Stock Exchange plc.
<b>MANs</b>	Metropolitan Area Networks.
<b>MPR</b>	Monetary Policy Rate in Nigeria.
<b>NAFEM</b>	Nigerian Autonomous Foreign Exchange Market
<b>NDIC</b>	Nigeria Deposit Insurance Corporation established by the NDIC Act No. 16, 2006 (as amended) with the exclusive mandate of administering the Deposit Insurance System in Nigeria.
<b>NDPA</b>	Nigerian Data Protection Act, 2023.
<b>NDPR</b>	Nigeria Data Protection Regulations 2019.
<b>NGX</b>	Nigerian Exchange Limited.
<b>NIBSS</b>	Nigeria Inter-Bank Settlement System Plc.
<b>NIP</b>	NIBSS Instant Payments.
<b>PENCOM</b>	National Pension Commission of Nigeria.
<b>PFA/s</b>	Pension Fund Administrator(s) regulated by PENCOM under the PRA.
<b>PRA</b>	Pension Reform Act 2014.

<b>PRA</b>	Prudential Regulatory Authority, United Kingdom.
<b>Prudential Guidelines</b>	Central Bank of Kenya Prudential Guidelines.
<b>Resolution Fund</b>	Banking Sector Resolution Fund established pursuant to the BOFIA by the CBN and NDIC to ensure the safety of depositors' funds and operate as a bridge bank to strengthen struggling banks back to health.
<b>S&amp;P</b>	Standard & Poor's.
<b>SEC</b>	Securities and Exchange Commission, Nigeria, established by the ISA.
<b>SEC Rules</b>	Rules and Regulations of the SEC made pursuant to the ISA, as amended from time to time.
<b>SIBs</b>	Systematically Important Banks.
<b>Subsidiary/ies</b>	Has the meaning given to such term in Section 381 of the CAMA.
<b>WANs</b>	Wide Area Networks.

**PART XXVI: EXTRACTS FROM THE MEMORANDUM OF ASSOCIATION, THE  
ARTICLES OF ASSOCIATION AND THE DEPOSIT AGREEMENT**

**Extracts from the Memorandum of Association and the Articles of Association**

*The following are the relevant extracts from the Memorandum of Association and the Articles of Association.*

***Memorandum of Association***

- (3) The objects for which the company is established are:
- (a) To carry on business as a financial holding company
  - (b) To invest in and hold controlling shares in as well as manage equity investments in its subsidiary companies as well as any other Company that may be subscribed to or registered by the Company in accordance with any statutes, rules, regulations to which the Company may be subject to from time to time.
  - (c) The subsidiaries of the Company shall carry on business in the areas including but not limited to the business of banking, payment services, financial services, asset management, capital market operations, pension fund administration, trustees, issuing house services, investment and fund management, bureaux de change financial industry related services, and all other services as the Company may deem fit. The Company shall also incorporate or acquire subsidiaries, whilst holding controlling interest in these subsidiaries, to carry out functions or business as may be authorized by the Central Bank of Nigeria from time to time.
  - (d) To borrow or raise money on such terms as the company may deem fit and in particular by the issue of notes bonds certificates of deposit, debentures and debenture stock (whether perpetual or not) to secure the repayment of moneys borrowed or raised or owing by mortgages charge or lien upon the whole or any part of the undertakings property and asset of the company both present and future including its uncalled capital and also by similar mortgage or any other person or company of any obligations undertaken by the company or any other person or company as the case may be.
  - (p) To do all such things as are incidental or conducive to the attainment of the objects herein contained or any of them.
  - (q) To do anything that is authorised by this Memorandum of Association in any part of the world as principals agents contractors trustees or otherwise and either alone or jointly in conjunction with others.

***Articles of Association***

***Alteration of Articles***

4. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the manner prescribed by Act.

***Classes of Shares***

7. The company may from time-to-time issue classes of shares. Any share in the company may be issued with preferred, deferred or other special rights or such restriction whether in regard to dividend, voting, return or share capital or otherwise as the Company may from time to time determine by Ordinary Resolution.

***Joint holders of shares***

15. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint owners with benefit of survivorship, subject to the provisions following:

- (a) The joint holders of any shares shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such share.
- (b) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the company as having any title to such share but nothing herein contained shall release the estate of a deceased joint holder from liability in respect of any share which had been jointly held by him.
- (c) Any one of such joint holders may give effectual receipts for any dividend, bonus or return of capital payable to such joint holders.
- (d) Only the person whose name stands first in the register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share, or to receive notices from the Company, or to attend, or vote at General Meetings of the Company and any notice given to such person shall be deemed notice to all the joint holders.

#### *Alteration of share capital*

- 40. The company in General Meeting may by a Special Resolution increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts and rights and privileges as the resolution shall prescribe.

#### *New Capital Subject to Memorandum and Articles of Association*

- 41. Any capital raised by the creation of new shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company for the time being.

#### *Modification of Rights*

- 44. If at any time the capital is divided into different classes of shares the rights attached to such class or any of such rights {unless otherwise provided for by the terms of issue of the shares of that class) may subject to the provisions of Section 141 of the Act, be modified abrogated or varied with the consent in writing of the Holders of 75 per cent. of the issued shares of that class or with sanction of a Special Resolution passed at a separate General Meeting of the Holders of the shares of the class but not otherwise save that the rights of any other class of shares shall not thereby be themselves modified abrogated or varied or the enjoyment of those rights be modified abrogated or varied. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall mutatis mutandis apply but so that at every such separate General Meeting any holder of shares in the class present in person or by proxy may demand a poll and the quorum shall be one person at least holding or representing by proxy not less than 75 per cent. of the issued shares of the class and if at any adjourned meeting of these Holders which has stood adjourned for want of a quorum pursuant to the provisions of these Articles as to the General Meetings of the Company a quorum is not present those Members present who are the Holders of shares of that class shall be a quorum for all purpose.

#### *Annual General Meeting*

- 45. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

#### *Voting rights*

- 56. On a show of hands every member present in person or in proxy shall have one vote. On a poll every Member present in person or by proxy shall have one vote for each share held by him.

#### *Votes by proxy*

- 57. Votes may be given either personally or by proxy. Any adult of sound mind can act as proxy for any person or corporation.



### *Borrowing Powers*

81. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property (both present and future) and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

### **Extract from the Deposit Agreement Relating to the Existing GDRs**

#### **2. FORM OF GDRS**

- 2.2. Subsequent to the issuance of the Scheme GDRs, the Depositary may issue additional Regulation S GDRs and Rule 144A GDRs in conjunction with subsequent offerings of Shares by the Company or its respective successors or Affiliates or secondary share offerings by the then shareholders of the Company. Any additional GDRs issued pursuant to this Agreement may be represented by the Regulation S Master GDR and the Rule 144A Master GDR or, to the extent that new Master GDRs are required because the Shares represented by such GDRs are not fungible with the existing Deposited Shares or the new GDRs are not fungible with the existing GDRs, the new GDRs will be represented by new Master GDRs which will substantially be in the applicable form set out in SCHEDULE 2 hereto and a distinct CUSIP number, ISIN number and Common Code, as applicable, shall be assigned to any such GDRs. When and if the newly deposited Shares or the newly issued GDRs become fungible with the existing Deposited Shares or the existing GDRs, the new Master GDRs will be cancelled and the GDRs represented by the Regulation S Master GDR and the Rule 144A Master GDR will be increased by the number of GDRs previously represented by the cancelled new Master GDRs. In addition to the foregoing, such new Master GDRs may be endorsed with or have incorporated in the text thereof such legends or recitals or modifications not inconsistent with the provisions of this Agreement as may be reasonably required by the Depositary in order for the Depositary to perform its duties under this Agreement, or be required to comply with any applicable law or with the rules and regulations of any securities exchange, market or automated quotation system upon which the GDRs issued hereunder may be listed, or to conform with any usage with respect thereto or required by any book-entry system by which GDRs issued hereunder may be transferred, or to indicate any special limitations or restrictions to which any particular GDRs are subject by reason of the date of issuance of the underlying Deposited Property or otherwise. The deposit of any Deposited Property against the issuance of such Master GDRs shall comply with the Conditions and such other requirements as the Depositary shall reasonably require.
- 2.3. The Depositary shall maintain, or cause to be maintained, at all times outside the United Kingdom, a register of Holders, showing the number of GDRs evidenced by each Master GDR and the number of GDRs in respect of which Certificates have been issued and which remain outstanding from time to time, the date of issue and all subsequent transfers and changes of ownership in respect thereof, and the names and addresses of Holders (the "Register"). The Depositary agrees to maintain records of all GDRs surrendered and Deposited Property withdrawn under this Agreement or substitute Certificates in definitive registered form delivered under this Agreement. The Depositary shall provide the Company free of charge with copies of records, including transfer records, from the Register from time to time upon request. The Depositary will receive requests for the transfer of GDRs (other than GDRs evidenced by a Master GDR), and will, against payment of all applicable fees and charges and upon receipt of such forms and such other documents as may reasonably be required, duly executed, as it shall from time to time provide to the Holders, effect the necessary entries and issue new Certificates on surrender of Certificates in respect of the GDRs being transferred.
- 2.5. Upon each occasion when Shares are deposited with the Custodian pursuant to the Conditions, the Depositary will issue the corresponding number of GDRs, will make the appropriate entries in the Register to show such issue and the increase in the number of GDRs evidenced by the relevant Master GDR and shall notify DTC, Clearstream, Luxembourg and Euroclear, as the case may be, of such increase.
- 2.6. The Holders of the Regulation S Master GDR and the Rule 144A Master GDR shall enjoy the same rights and benefits under this Agreement (including the Conditions) as if such Holders were the Holders of the GDRs in definitive form evidenced thereby and shall be subject to the provisions

of this Agreement except as otherwise expressly stated herein or in the Conditions. For the avoidance of doubt, a Beneficial Owner of GDRs shall only be able to exercise any right or receive any benefit hereunder solely through the Holder(s) of such GDRs.

#### **4. REGISTRATION OF SHARES**

The Depositary shall instruct the Custodian, upon each transfer of Shares into the account maintained by the Custodian accompanied by documents evidencing title to the Shares being deposited hereunder, together with the other documents herein specified, to present such Shares, together with the appropriate instrument(s) of transfer or endorsement duly stamped, to the Nigerian Share Registrar for transfer and registration of the Shares (as soon as transfer and registration can be accomplished and at the expense of the person for whom the deposit is made) in the name of the Depositary, the Custodian or a nominee of either for the account and to the order of the Depositary. Deposited Property shall be held by the Depositary or the Custodian for the account and to the order of the Depositary or a nominee, in each case, on behalf of the Holders and Beneficial Owners, at such place or places as the Depositary or the Custodian shall determine.

#### **5. TRANSFER AND INTERCHANGE OF INTERESTS IN MASTER GDR**

The Shares deposited hereunder will be registered in accordance with the requirements of the Securities Market Law. Title to the GDRs passes by registration in the Register and, accordingly, transfer of title to a GDR is effective only upon such registration. The Depositary may refuse to accept for transfer any GDR in accordance with Condition 3 and will refuse to accept for transfer any GDRs if it reasonably believes that such transfer would result in a violation of applicable laws. The Holder of any GDR will (except as otherwise required by law) be treated by the Depositary, the Custodian, their respective agents and the Company as its absolute owner for all purposes (whether or not any payment or other distribution in respect of such GDRs is overdue and regardless of any notice of ownership, trust or any interest in or writing on it, or the theft or loss of any certificate issued in respect of it) and no person will be liable for so treating the Holder. Interests in Rule 144A GDRs represented by the Rule 144A Master GDR may be transferred to a person whose interest in such Rule 144A GDRs continues to be represented by the Rule 144A Master GDR only if the seller or any person acting on its behalf reasonably believes that such transferee is a qualified institutional buyer (within the meaning of Rule 144A under the Securities Act). Interests in Rule 144A GDRs represented by the Rule 144A Master GDR may, subject to the expiry of any seasoning period which may apply under applicable laws, be transferred to, or for the account of, a person wishing to take delivery thereof in the form of interests in Regulation S GDRs represented by the Regulation S Master GDR only if: (i) the owner or Beneficial Owner of such Rule 144A GDRs withdraws such Rule 144A Shares and other Deposited Property from the Rule 144A Facility in accordance with Clause 3.14 and delivers to the Depositary the duly executed and completed written certificate set out in Part B of SCHEDULE 4 (or an electronic certification through the applicable clearing system in lieu of such executed certification) by or on behalf of the Beneficial Owner of the Deposited Property to be withdrawn; (ii) the relevant DTC, Euroclear or Clearstream, Luxembourg participant instructs DTC, Euroclear or Clearstream, Luxembourg, as the case may be, to execute such transfer and (iii) such owner or Beneficial Owner causes the Depositary to deliver the Rule 144A Shares and other Deposited Property relating thereto so withdrawn to the account of the Custodian for deposit into the Regulation S Facility for issuance hereunder of Regulation S GDRs to, or for the account of, the transferee. Issuance of such Regulation S GDRs shall be subject to the terms and conditions of this Agreement and the Conditions, including payment of the fees, charges and taxes provided herein, and with respect to the deposit of Regulation S Shares and the issuance of Regulation S GDRs, delivery of the duly executed and completed written certificate and agreement set out in Part A of SCHEDULE 3 (or an electronic certification through the applicable clearing system in lieu of such executed certification), by or on behalf of each person who will be the Beneficial Owner of such Regulation S GDRs.

#### **6. RESTRICTIONS ON TRANSFER OF THE GDR CERTIFICATES; SUSPENSION OF TRANSFER**

Prior to the issue and/or transfer of any GDR Certificate, the Depositary or the Custodian may require from the Holder, the presenter of a GDR Certificate, the Beneficial Owner of the GDRs, the depositor of Shares or the presenter of written instructions to adjust the Depositary's records: (i) payment of a sum sufficient to reimburse it for any tax or other governmental charge and any stock transfer or registration fee with respect thereto (including any such tax or charge and fee with respect to Shares being deposited or withdrawn)

and payment of the fees and charges of the Depositary pursuant to this Agreement;(ii)evidence reasonably satisfactory to the Depositary of compliance with:(a)any laws or governmental regulations relating to GDR Certificates or GDRs or to the withdrawal of Deposited Property and (b) such reasonable procedures as the Depositary and the Company may establish consistent with the provisions of this Agreement; (iii) production of proof reasonably satisfactory to it as to the identity and genuineness of any signature appearing on any form, certification or other document delivered to the Depositary in connection with this Agreement, including but not limited to, in the case of GDR Certificates, a signature guarantee in accordance with industry practice; and (iv) proof of compliance with (a) any applicable notice, consent or other requirements relating to the acquisition of securities of companies organised in Nigeria, and (b) the applicable provisions of the Constitutional Documents in effect from time to time and resolutions and regulations of the Company's Board of Directors adopted pursuant to such Constitutional Documents. The registration of transfer of GDR Certificates in particular instances may be refused during any period when the transfer books of the Depositary, the Company or the Nigerian Share Registrar are closed, or if any such action is deemed necessary or advisable by the Company or the Depositary, in good faith, at any time or from time to time because of any requirement of the Constitutional Documents, applicable law, any government or governmental body or commission or any securities exchange on which the GDRs or the Shares are listed, or under any provision of this Agreement or provisions of, or governing, the Deposited Property, or any meeting of shareholders of the Company or for any other reason.

## **7. VOTING OF DEPOSITED SHARES**

7.1. Subject to the next sentence, as soon as reasonably practicable after receipt from the Company of notice of any meeting at which the holders of Shares or other Deposited Properties are entitled to vote, or of solicitation of consents or proxies from holders of Shares or other Deposited Properties, the Depositary shall fix the record date in respect of such meeting or solicitation of consent or proxy. The Depositary shall, if requested by the Company in writing in a timely manner (being at least ten (10) business days' notice prior to the date of such meeting, solicitation or consent or proxy) (the Depositary having no obligation to take any further action if the request shall not have been received by it in a timely manner) and at the Company's expense and provided no U.S. legal prohibitions, English legal prohibitions, (including, without limitation, the listing rules and prospectus rules of the Financial Conduct Authority and the admission and disclosure standards of the London Stock Exchange) or Nigerian legal prohibitions (including without limitation the rules of the Nigerian Stock Exchange(s) on which the Shares are listed) exist, distribute to Holders as of the record date: (a) such notice of meeting or solicitation of consent or proxy, (b) a statement that the Holders at the close of business in New York City on the specified record date will be entitled, subject to any applicable law, the provisions of this Agreement, the Constitutional Documents and the provisions of or governing the Deposited Property (which provisions, if any, shall be summarised in pertinent part by the Company), to instruct the Depositary as to the exercise of the voting rights, if any, pertaining to the Shares or other Deposited Property represented by such Holder's GDRs, and (c) a brief statement as to the manner in which such voting instructions may be given. Voting instructions may be given only in respect of a number of GDRs representing an integral number of Shares or other Deposited Property, in respect of which the requirements and conditions for voting as may be set forth in applicable law have been complied with by the Holders and/or Beneficial Owners, as the case may be. Upon the timely receipt from a Holder of GDRs as of the GDR record date of voting instructions in the manner specified by the Depositary, the Depositary shall endeavour, insofar as reasonably practicable and permitted under applicable law, the provisions of this Agreement, the Constitutional Documents and the provisions of the Deposited Property, to vote or cause the Custodian to vote the Shares and/or other Deposited Property (in person or by proxy) represented by such Holder's GDRs in accordance with such instructions. Each Holder shall be solely responsible for the forwarding of voting materials to the Beneficial Owners of GDRs registered in such Holder's name. There is no guarantee that Holders and Beneficial Owners generally or any Holder or Beneficial Owner in particular will receive voting materials with sufficient time to enable such Holder or Beneficial Owner to return any voting instructions to the Depositary in a timely manner. Voting instructions will not be deemed received until such time during normal business hours on a business day as the GDR department of the Depositary responsible for proxies and voting may receive such instructions, or if so received after normal business hours, on the next business days, notwithstanding that such instructions may have been physically received by JPMorgan Chase Bank, N.A., as Depositary, prior to such time.

7.2. Neither the Depositary nor the Custodian shall, under any circumstances, exercise any discretion as to voting, vote any number of Shares other than an integral number thereof or vote Shares in a manner

that would be inconsistent with any applicable law or regulation, and neither the Depositary nor the Custodian shall vote or attempt to exercise the right to vote, or in any way make use of for the purposes of establishing a quorum or otherwise, the Shares or other Deposited Property represented by GDRs except pursuant to and in accordance with timely instructions received from Holders and in accordance with applicable law. Moreover, neither the Depositary nor the Custodian shall, on behalf of, or at the initiative of, a Holder, introduce proposals for the agenda of the Company's shareholders meeting or nominate candidates for the Company's Board of Directors without first receiving, or otherwise exercise the rights under the Shares, unless specifically provided for in the applicable law and strictly upon receipt of written consent from the Company to do so. Notwithstanding the timely receipt from a Holder of GDRs as of the GDR record date of voting instructions, if such voting instructions failed to specify the manner in which the Depositary is to vote the Deposited Property represented by such Holder's GDRs, the Depositary will deem such Holder to have instructed the Depositary not to vote the Deposited Property with respect to the items for which the Holder has failed to specify the manner in which the Depositary is to vote. Deposited Property represented by GDRs for which no specific voting instructions are received by the Depositary from the Holder shall not be voted. The Company agrees to provide timely notice to the Depositary which will enable the timely notification of Holders as to any change in its Constitutional Documents resulting in limitations on the ability of the Depositary to vote a particular GDR according to the voting instructions received in regard to such GDR. Without prejudice to the foregoing, the Depositary and its agents will not be responsible for the manner in which any vote is cast or for the effect of any such vote.

7.3. Notwithstanding anything else contained in this Agreement, the Depositary shall not have any obligation to take any action with respect to any meeting, or solicitation of consents or proxies, of holders of Deposited Property if (a) the taking of such action would violate U.S. legal prohibitions, English legal prohibitions (including, without limitation, the listing rules and prospectus rules of the Financial Conduct Authority and the admission and disclosure standards of the London Stock Exchange) or Nigerian legal prohibitions (including without limitation the rules of the Nigerian Stock Exchange(s) on which the Shares are listed) or (b) it is not reasonably practicable to do so. The Company agrees that it shall not establish internal procedures that would prevent the Depositary from complying with, or that are inconsistent with, the terms and conditions of this Clause 7. If the Depositary is advised that it is not permissible under Nigerian law or the Depositary determines that it is not reasonably practicable to vote or cause to be voted such Deposited Property in accordance herewith, the Depositary shall not vote or cause to be voted such Deposited Property.

7.4. By continuing to hold GDRs, all Holders and Beneficial Owners shall be deemed to have agreed to the provisions of this Clause 7 and Condition 12 as they may be amended from time to time in order to comply with applicable law and the Constitutional Documents.

## **9. CONDITIONS**

9.1. The Depositary shall comply with, and perform, the obligations imposed upon it by the Master GDRs and the Conditions and the provisions contained therein shall have full effect in the like manner as if the same had been incorporated in full herein except that in the case of conflict or inconsistency the terms set out herein shall prevail over the Conditions, provided however that in the case of Conditions 5, 6, 7 or 10, the Depositary will not offer such rights or any securities to which such rights relate or any of such Shares or any of such other securities or property to persons with addresses in the United States unless either: (i) a registration statement under the Securities Act is in effect with respect to such rights and securities to which any such rights relate, such Shares or such other securities or property, as the case may be, or (ii) the offering and sale of such rights and securities to which such rights relate, such Shares or such other securities or property, as the case may be, to the Holders, Beneficial Owners and owners of the GDRs are, in the opinion of U.S. counsel to the Depositary (obtained at the expense of the Company, after confirmation obtained by the Depositary from the Company that the Company believes there are reasonable grounds for seeking such an opinion) exempt from registration under the provisions of the Securities Act. Neither the Company nor the Depositary shall be required to register such rights, securities or other property or the securities to which such rights relate and neither of them shall be liable for any losses, damages or expenses resulting from any failure to do so.

9.2. The Depositary will, at the Company's expense, comply with written instructions of the Company not to accept for deposit hereunder any Share identified in such instructions at such times and under such circumstances as may be specified in such instructions in order to facilitate the Company's compliance with the securities laws in any jurisdiction.

9.3. Notwithstanding any other provision of this Agreement to the contrary, each Holder and Beneficial Owner agrees to promptly comply with requests from the Company or the Depositary which relate to requirements of Nigerian law, the rules and requirements of the Nigerian Stock Exchanges, any other stock exchange on which the Shares or GDRs are, or may be, registered, traded or listed, or the Constitutional Documents, to provide information, inter alia, regarding: (i) name, state registration details (including, with respect to legal entities only, country of registration, registration number, date of registration or formation and registered and/or principal business address) and (with respect to individuals only) citizenship; (ii) the capacity in which such Holder or Beneficial Owner holds or owns GDRs (and Shares, as the case may be) and (iii) the identity of any other person interested in such GDRs, the nature of such interest and various related matters, whether or not they are Holders and/or Beneficial Owners at the time of such request.

9.4. Failure by a Holder or Beneficial Owner to provide in a timely fashion the information requested by the Company or required to be provided by a Holder or a Beneficial Owner in each case pursuant to this Agreement, the Constitutional Documents or any applicable law, may, in the Company's sole discretion, result in the withholding of certain rights in respect of such Holder or Beneficial Owner's GDRs (including voting rights and certain rights as to dividends in respect of the Shares represented by such GDRs, as applicable).

## **10. UNDERTAKINGS OF THE COMPANY**

So long as the Deposited Shares are represented by GDRs, the Company will:

- (a) so long as any GDR is outstanding, use all its best endeavours to obtain and thereafter maintain a listing for the GDRs on the Official List and admission to trading on the regulated market for listed securities of the London Stock Exchange and a listing of the Shares on at least one Nigerian Stock Exchange. For that purpose, the Company will pay all fees and sign and deliver all undertakings required by the London Stock Exchange and the Nigerian Stock Exchange in connection therewith. In the event that the Company can no longer maintain a listing for the GDRs on the Official List and admission to trading on the regulated market for listed securities of the London Stock Exchange or it becomes unreasonably burdensome or impracticable to do so, the Company will use its best endeavours with the reasonable assistance of the Depositary to obtain and maintain the quotation for, or listing of, the GDRs on such other EEA Regulated Market as it may decide;
- (b) use its best endeavours to procure the appointment of a successor depositary as soon as reasonably practicable following the giving of a notice of the termination of the appointment of the Depositary or the receipt of a notice of resignation from the Depositary, such appointment to take effect from the date of termination or resignation specified in such notice;
- (c) inform the Depositary of the total number of the Company's issued and outstanding Shares upon written request for such information by the Depositary to the Company and details of the shareholding (if known to the Company) of any person requesting withdrawal of Deposited Property pursuant to Condition 2 to enable the Depositary to determine whether or not to restrict such withdrawal in accordance with Condition 2(E) (if applicable) and also provide forthwith upon written request such additional information, facilities and assistance as may reasonably be requested by the Depositary to enable it to discharge the trusts, powers, rights and duties vested in it hereunder or under the Conditions;
- (d) inform the Depositary if any Shares issued by it which may be deposited under Condition 1, do not, by reason of date of issue or otherwise, rank *pari passu* in all respects with the other Deposited Shares;
- (e) unless prohibited by applicable law, rule or regulation and subject to the last paragraph of Condition 7, give its consent to, and, if requested, use all reasonable endeavours to facilitate, any distribution, sale or subscription by the Depositary or the Holders pursuant to Conditions 4, 5, 6, 7 or 10 (including the obtaining of legal opinions from counsel satisfactory to the Depositary (acting reasonably) concerning such matters as the Depositary may reasonably specify). The Company agrees that in the event of any issue

or distribution of (1) additional Shares, (2) rights to subscribe for Shares, (3) securities convertible into or exchangeable for Shares, or (4) rights to subscribe for such securities, the Company will take all steps necessary to ensure that such issue or distribution is not required to be registered under the Securities Act;

- (f) to the extent reasonably practicable and that it does not involve unreasonable expense on behalf of the Company, take such action as may be required in obtaining or filing any governmental or administrative authorisation, consent, registration, permit or report under Condition 11(B) and Clause 11.3;
- (g) so long as any GDR is outstanding send to the Depositary six copies in the English language by mail, or one copy in the English language by facsimile or electronic transmission as agreed between the Company and the Depositary (and shall make available to the Depositary, Custodian and any agent appointed by the Depositary for such purpose as many further copies as they may reasonably require to satisfy requests from Holders) of any financial statements or accounts that it makes generally available to its shareholders, including but not limited to any financial statements or accounts that may be required by law or regulation or in order to maintain a listing for the GDRs on the Official List and admission to trading on the regulated market for listed securities of London Stock Exchange, or another stock exchange, in accordance with Clause 10(a) and Condition 18, as soon as practicable following the publication or availability of such communications. If such communication is required hereunder to be but is not furnished to the Depositary in English, the Depositary shall, at the Company's expense, arrange for an English translation thereof to be prepared;
- (h) transmit to the Depositary and the Custodian as soon as it is lawful and practical to give such notification such number of copies of any notices referred to in Condition 25 and other material in English (which in the opinion of the Company contains information having a material bearing on the interests of Holders or Beneficial Owners of the GDRs) furnished by the Company to holders or beneficial owners of the Shares or other Deposited Property, as the Depositary may reasonably request and in particular, without prejudice to the foregoing, notify the Depositary as soon as reasonably practicable after the fixing of any record date for determining the right to receive dividends or distributions.
- (i) upon written notice from the Depositary, fully cooperate with the Depositary in connection with any litigation, arbitration or proceeding (whether judicial or administrative) that the Depositary is made a party to, or is otherwise required to participate in, which arises from or is related to or is based upon the Depositary's role as depositary pursuant to this Agreement and the Conditions and/or any act or failure to act by the Company, or which contains allegations to such effect;
- (j) at the request of the Depositary, procure or assist the Depositary in procuring such opinions of counsel which the Depositary is entitled to receive under the Conditions, at the expense of the Company;
- (k) provide as soon as reasonably practicable to the Depositary in the English language any notices or other communications sent from the Company generally to holders of Shares relating to a take-over offer following the receipt of the letter of offer from the acquirer;
- (l) for so long as any Rule 144A GDRs or Shares represented thereby are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act, during any period in which it is neither a reporting company under, and in compliance with the requirements of, Section 13 or 15(d) of the Exchange Act nor exempt from the reporting requirements of the Exchange Act by complying with the information furnishing requirements of Rule 12g3-2(b) thereunder, the Company agrees to provide, at its expense, to any Holder, owner of Rule 144A GDRs or of the Rule 144A Master GDR or the Beneficial Owner of an interest in such GDRs, and to any prospective purchaser of Rule 144A GDRs or Shares represented thereby designated by such person, upon request of such owner, Beneficial Owner, Holder or prospective purchaser, the information required by Rule 144A(d)(4)(i) and otherwise to comply with Rule 144A(d)(4) under the Securities

Act. If at any time the Company is neither subject to and in compliance with Section 13 or 15(d) of the Exchange Act nor exempt pursuant to Rule 12g3-2(b) under the Exchange Act, the Company shall immediately so notify the Depositary and the Depositary may so notify Holders in writing at the Company's expense. The Company authorises the Depositary to deliver such information as furnished by the Company to the Depositary during any period in which the Company informs the Depositary it is subject to the information delivery requirements of Rule 144A(d)(4) under the Securities Act to any such Holder, owner of Rule 144A GDRs, Beneficial Owner of an interest in Rule 144A GDRs or holder of Shares represented thereby or prospective purchaser at the request of such person. The Company agrees to reimburse the Depositary for its reasonable expenses in connection with such deliveries and to provide the Depositary with such information in such quantities as the Depositary may from time to time reasonably request. Subject to receipt, the Depositary will deliver such information, during any period in which the Company informs the Depositary it is subject to the information delivery requirements of Rule 144(A)(d)(4) under the Securities Act, to any such Holder, Beneficial Owner or prospective purchaser but in no event shall the Depositary have any liability for the contents of any such information;

- (m) in connection with any new offering of Shares or GDRs by the Company after the date hereof, the Company will provide to the Depositary, at least five business days prior to the offering of such Shares or GDRs hereunder, either (i) a certificate in such form as shall be reasonably satisfactory to the Depositary referencing such distribution and confirming that there is no "substantial U.S. market interest" in either the Shares or the GDRs at such time or (ii) written notification confirming that there is a "substantial U.S. market interest" (as such term is defined in Regulation S) in either the Shares or the GDRs at such time (a "SUSMI Notice"). If the Depositary receives a SUSMI Notice hereunder, it shall be entitled to require from the Holders, during the applicable Distribution Compliance Period (as such term is defined in Regulation S), such certifications as the Depositary shall deem necessary or reasonably desirable in connection with deposits of Shares and withdrawals of Deposited Shares.

## **12. LIABILITY**

12.1. Neither the Depositary, the Custodian, the Company nor any of their respective directors, officers, employees, agents and Affiliates shall incur any liability to any other of them or to any Holder, any Beneficial Owner or any owner of GDRs or any other person with an interest in any GDRs:

- (a) if it is prevented from complying with any of its obligations under this Agreement, the Conditions, the Deed Poll and/or a GDR as a result of:
  - (i) any present or future law, rule, regulation, fiat, order or decree of the United States, Nigeria, the European Union, any European Union member state, the United Kingdom, or any other country or jurisdiction, or of any relevant governmental or regulatory authority or any securities exchange or market or automated quotation system or by reason of the interpretation or application of any such present or future law or regulation or any change therein, or by reason of any other circumstances beyond their control;
  - (ii) any economic or financial sanctions or trade embargoes imposed, administered, or enforced from time to time by (x) the U.S. government, including those administered by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the U.S. Department of State, or (y) the United Nations Security Council, the European Union, any European Union member state or Her Majesty's Treasury of the United Kingdom;
  - (iii) any provision of or governing any Deposited Property or any present or future provision of the Constitutional Documents; or
  - (iv) any event or circumstance, whether natural or caused by a person or persons, that is beyond the ability of the Depositary or the Company, as the case may be, (including but not limited to any act of God, war, terrorism, nationalization,

expropriation, currency restrictions, work stoppage, strike, civil unrest, revolutions, rebellions, explosions, computer failure, epidemic, pandemic or other circumstance beyond its direct and immediate control);

- (b) if it fails to comply with any of its obligations under, or it exercises or fails to exercise any discretion granted to it under, this Agreement, the Conditions, the Deed Poll and/or a GDR, except to the extent:
    - (i) such obligations or discretions are specifically set out in this Agreement, the Conditions, the Deed Poll and/or a GDR; and
    - (ii) such failure to comply, or such exercise or failure to exercise, constitutes its willful default, gross negligence or bad faith; and
  - (c) as a result of any action or inaction taken by it in reliance upon the advice of, or information from, legal counsel, accountants, any person presenting Shares for deposit, any Holder, any Beneficial Owner, any owner of GDRs, the Company, the Depositary, the Custodian, as the case may be, or any other person believed by it to be competent to give such advice or information. Any such party may rely on, and shall be protected in acting upon, any written notice, request, direction or other document believed by it to be genuine and to have been duly signed or presented (including a translation which is made by a translator believed by it to be competent or which appears to be authentic). Neither the Company nor any of its directors, officers, employees, agents and Affiliates shall be under any obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any Deposited Property or GDRs, which in its opinion may involve it in expense or liability, unless indemnity satisfactory to it against all expense (including fees and disbursements of counsel) and liability be furnished as often as may be required.
- 12.2. Neither the Depositary, nor the Custodian nor any of their respective directors, officers, employees, agents and Affiliates shall be liable (except for its own wilful default, gross negligence or bad faith or that of any of its agents, directors, officers, employees and Affiliates) to the Company or any Holder, Beneficial Owner or owner of a GDR or any other person, by reason of having accepted as valid, or not having rejected, any document relating to Shares or GDRs or any signature on any transfer or instruction purporting to be such and subsequently found to be forged or not authentic.
- 12.3. The Depositary, the Custodian and each of their respective directors, officers, agents and Affiliates, may engage or be interested in any financial or other business transactions with the Company or any of its subsidiaries or Affiliates or in relation to the Deposited Property (including, without prejudice to the generality of the foregoing, the conversion of any part of the Deposited Property from one currency to another), may at any time hold or be interested in GDRs for its own account, and shall be entitled to charge and be paid all usual fees, commissions and other charges for business transacted and acts done by it as a bank or in any other capacity, and not in the capacity of Depositary, in relation to matters arising under this Agreement (including, without prejudice to the generality of the foregoing, charges on the conversion of any part of the Deposited Property from one currency to another and on any sales of property) without accounting to Holders, Beneficial Owners or owners of GDRs or a person with an interest in a GDR or any other person for any profit arising therefrom.
- 12.6. The Depositary shall not be required or obliged to monitor, supervise or enforce the observance and performance by the Company of, its obligations under or in connection with, this Agreement or the Conditions nor shall the Depositary be obligated to inform any person (including, without limitation, Holders, Beneficial Owners and owners of GDRs) about the requirements of any laws, rules or regulations or any changes therein or thereto.
- 12.7. Neither the Company nor the Depositary shall, subject to all applicable laws, have any responsibility whatsoever to the other party hereto, any Holder, Beneficial Owner or owner of GDRs or a person with an interest in a GDR as regards any deficiency which might arise because the Depositary is subject to any tax in respect of the Deposited Property or any part thereof or any



income therefrom or any proceeds thereof, including for any tax imposed pursuant to FATCA. The Depositary and the Company shall not be liable for the inability or failure of a Holder, Beneficial Owner or owner of GDRs to obtain the benefit of a foreign tax credit, reduced rate of withholding or refund of amounts withheld in respect of tax or any other tax benefit.

- 12.8. In connection with any proposed modification, waiver, authorisation or determination permitted by the terms of this Agreement or the Conditions, the Depositary shall not, except as otherwise expressly provided in Condition 22, be obliged to have regard to the consequence thereof for the Holders, Beneficial Owners or owners of GDRs or a person with an interest in a GDR or any other person.
- 12.9. Notwithstanding anything else contained in this Agreement or the Conditions, the Depositary may refrain from doing anything which could or might, in its reasonable opinion, be contrary to any law of any jurisdiction or any directive or regulation of any agency or state or which would or might otherwise render it liable to any person and the Depositary may do anything which is, in its reasonable opinion, necessary to comply with any such law, directive or regulation.
- 12.10. Unless specifically required by Nigerian law and regulations and then only to the extent practicable, the Depositary shall be under no obligation to check, monitor or enforce compliance with any ownership restrictions in respect of GDRs or Shares under any applicable Nigerian law as the same may be amended from time to time. Notwithstanding the generality of Condition 3, the Depositary shall refuse to register any transfer of GDRs or any deposit of Shares against issue of GDRs if notified by the Company, or if the Depositary becomes aware of the fact, that such transfer or issue would be in violation of the limitations set forth above or any other applicable laws.
- 12.14. Notwithstanding anything to the contrary contained in this Agreement, the Conditions, the Deed Poll and the GDRs, the Depositary shall not be liable in respect of any loss or damage which arises out of or in connection with the performance or non-performance of or the exercise or attempted exercise of, or the failure to exercise any of, its powers or discretions under this Agreement, the Conditions, the Deed Poll and the GDRs, except to the extent that such loss or damage arises from its own willful default, gross negligence or bad faith or that of any of its agents, directors, officers, employees or Affiliates.
- 12.15. No provision of this Agreement or the Conditions shall require the Depositary to expend or risk its own funds or otherwise incur any financial liability in the performance of any of its duties or in the exercise of any of its rights or powers, if it shall have reasonable grounds for believing that repayment of such funds or adequate indemnity and security against such risk of liability is not assured.
- 12.19. No disclaimer of liability under the Securities Act is intended by any provision of this Agreement or the Conditions.
- 12.20. The Depositary shall not be liable to any person if incorrect, false or misleading information derives from an inspection of the records of the Nigerian Share Registrar.
- 12.21. Each of the Company and the Depositary shall under no circumstances have any liability arising from or in respect of this Agreement, the Conditions, the Deed Poll or any GDR, including, but not limited to, obligations in tort, whether as a matter of contract, tort, negligence or otherwise, for any indirect, special, punitive or consequential loss or damages (including, legal fees and expenses), loss of profits, reputation or goodwill, or trading loss, in each case of any form incurred by any person or entity, whether or not foreseeable and regardless of the type of action in which such a claim may be brought.

For the purposes of this Clause 12.21:

- (a) “consequential loss or damage” means loss or damage of a kind or extent which was not reasonably foreseeable at the time this Agreement was entered into as a serious possibility in the event of the breach of obligation in question.

- (b) “special loss or damage” means loss or damage of a kind or extent which arises from circumstances special to the person suffering the loss and not from the ordinary course of things, whether or not those circumstances were known to the Depository either at the time this Agreement was entered into or later.
- 12.22 Nothing in this Agreement shall exclude any liability for loss or damage caused by fraud on the part of the Depository, or for death or personal injury arising from any failure on the part of the Depository to take reasonable care or exercise reasonable skill.
- 12.23 The Depository shall not be liable for the acts or omissions made by, or the insolvency of, any securities depository, clearing agency or settlement system. Furthermore, the Depository shall not be responsible for, and shall incur no liability in connection with or arising from, the insolvency of any Custodian that is not a branch or Affiliate of the Depository. Notwithstanding anything to the contrary contained in this Agreement (including the GDRs), the Depository shall not be responsible for, and shall incur no liability in connection with or arising from, any act or omission to act on the part of the Custodian except to the extent that the Custodian has committed fraud, gross negligence or willful misconduct or acted in bad faith in the provision of custodial services to the Depository.
- 12.24 The Depository shall not, to the extent permitted by law, have any liability to any Holder, Beneficial Owner or owner of GDRs or otherwise for the price received in connection with any sale of securities, the timing thereof or any delay in action or omission to act nor shall it be responsible for any error or delay in action, omission to act, default or negligence on the part of the party so retained in connection with any such sale or proposed sale. The Depository reserves the right to utilize a division, branch or Affiliate of JPMorgan Further, the Depository and its agents disclaim to the maximum extent permitted by law any and all liability for the price received in connection with any sale of securities or the time thereof. Chase Bank, N.A. to direct, manage and/or execute any public and/or private sale of securities under this Agreement. Such division, branch and/or Affiliate may charge the Depository a fee in connection with such sales, which fee is considered an expense of the Depository contemplated in Condition 16(A).
- 12.25 The Depository shall have no liability under this Agreement, the Conditions, the GDRs or the Deed Poll to any Beneficial Owner, unless such Beneficial Owner is also a Holder.
- 12.26 The Depository shall not be a fiduciary or have any fiduciary duty to any Holder, Beneficial Owner or owner of GDRs.
- 12.27 Neither the Depository, the Custodian nor any of their respective agents shall be under any obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any Deposited Property or GDRs on behalf of any Holder, Beneficial Owner or owner of GDRs.
- 12.28 The Depository and the Custodian may use third party delivery services and providers of information regarding matters such as pricing, proxy voting, corporate actions, class action litigation and other services in connection with this Agreement, and use local agents to provide services such as, but not limited to, attendance at any meetings of security holders. Although the Depository and the Custodian will use reasonable care (and cause their agents to use reasonable care) in the selection and retention of such third party providers and local agents, they will not be responsible for any errors or omissions made by them in providing the relevant information or services.

## PART XXVII: EXTRACT FROM LITIGATION OPINION

“Guaranty Trust Holding Company Plc confirmed by a letter dated April 29, 2024, that it is not involved in any: (i) legal action or claim either as claimant, defendant, appellant, respondent, or any other capacity (ii) on-ongoing third-party claim, administrative or regulatory proceedings, arbitration, or any other alternative dispute resolution proceedings; and (iii) on-going or anticipated arbitration or other alternative dispute resolution proceedings. The Solicitors to the Transaction were further informed that there is no claim or dispute contemplated against Guaranty Trust Holding Company Plc.

In view of the foregoing and given that Guaranty Trust Bank Limited<sup>8</sup> (the **Bank**) is the principal subsidiary of Guaranty Trust Holding Company Plc., the Solicitors to the Transaction reviewed the Bank’s litigation portfolio.

Guaranty Trust Bank Limited is, in its ordinary course of business, sued as Defendant in Nine Hundred and Sixty-Seven (967) cases.

In the context of the contemplated Transaction, Solicitors to the Transaction set a materiality threshold of N500,000,000.00 (Five Hundred Million Naira) (the **Materiality Threshold**) with regard to the monetary reliefs claimed in cases against the Bank. Of the Nine Hundred and Sixty-Seven (967) cases, the Solicitors to the Transaction identified and reviewed Seventy-One (71) case files maintained by the Bank (comprising copies of processes filed in court), within and above the Materiality Threshold. These cases represent over 85% of the value of all the claims against the Bank.

Following the review, the Solicitors to the Transaction understand that Eight (8) cases have been concluded, thereby leaving a total of Sixty-Three (63) ongoing cases within the Materiality Threshold.

Of the said Sixty-Three (63) cases, the Bank is Appellant in Six (6) cases in which ruling/judgment had previously been delivered against its interest. The total judgment sum in the Six (6) cases in which ruling/judgment has been delivered against the Bank, is approximately N1,072,374,072.09 (One Billion, Seventy-Two Million, Three Hundred and Seventy-Four Thousand, Seventy-Two Naira, Nine Kobo) excluding interests which may accumulate on the judgment sums until same is finally liquidated. The Solicitors to the Transaction note that the Bank’s above-referenced appeals are yet to be determined.

The total value of claims against the Bank in the Sixty-Three (63) ongoing cases within and above the Materiality Threshold is approximately N498,423,221,395.17 (Four Hundred and Ninety-Eight Billion, Four Hundred and Twenty-Three Million, Two Hundred and Twenty-One Thousand, Three Hundred Ninety-Five Naira, Seventeen Kobo) excluding interests and costs, which may be awarded by the courts after the final resolution of each matter.

The Solicitors to the Transaction are of the opinion that the majority of the cases instituted against the Bank are exaggerated, frivolous and speculative. Most of these cases involve claims by loan defaulters who instituted the suits as pre-emptive actions to delay the Bank’s recovery efforts in respect of outstanding facilities.

Based on the Solicitors to the Transaction’s assessment of the information contained in the case files provided for their review, the Solicitors to the Transaction’s experience in litigation matters and their understanding of the disposition of Nigerian courts in the award of damages and other claims, the Solicitors to the Transaction believe that the liability that would arise from the cases against the Bank, where same are diligently defended, would not have a material adverse effect on the proposed transaction.

The Solicitors to the Transaction also identified and reviewed counterclaims filed by the Bank in Fifty-Three (53) cases. Following their review of the Fifty-Three (53) cases, the Solicitors to the Transaction note that Two (2) cases have been concluded, thereby leaving a total of Fifty-One (51) ongoing cases involving counterclaims by the Bank.

Of the Fifty-One (51) counterclaims by the Bank, the Bank is Appellant in Three (3) cases, while it is Respondent in Two (2) cases in which judgment was delivered in its favour.

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<sup>8</sup>Formerly Guaranty Trust Bank Plc.

The total judgment sum in the Two (2) cases in which judgment was delivered in favour of the Bank, is approximately N80,606,087.33 (Eighty Million, Six Hundred and Six Thousand, Eighty-Seven Naira, Thirty-Three Kobo).

The total value of the Bank's counterclaims is approximately N6,916,152,988.52 (Six Billion, Nine Hundred and Sixteen Million, One Hundred and Fifty-Two Thousand, Nine Hundred and Eighty-Eight Naira, Fifty-Two Kobo) and US\$21,996,562.75 (Twenty Million, Nine Hundred and Ninety-Six Thousand, Five Hundred and Sixty-Two United States Dollars, Seven-Five Cents) excluding interests and costs, which may be awarded by the courts after the final resolution of each counterclaim.

The Solicitors to the Transaction note that the majority of the counterclaims by the Bank involve claims against loan defaulters to recover outstanding facilities and Solicitors to the Transaction are of the opinion that the Bank's counterclaims have a good chance of success if diligently prosecuted.

The opinion herein is based solely on Solicitors to the Transaction's review of case files in respect of the cases instituted against the Bank which are within and above the Materiality Threshold and the Bank's counterclaims. Please note that Solicitors to the Transaction did not conduct independent reviews of records maintained at the various courts hearing these cases. Also, Solicitors to the Transaction have not held discussions with any of the external counsel handling these cases on behalf of the Bank.

Therefore, the Solicitors to the Transaction are of the view that the contingent liability that may arise from the cases involving the Bank where same are competently and diligently defended, is not likely to have a material adverse effect on the Bank or the Transaction.

Save for the foregoing, the Solicitors to the Transaction are not aware of any claim or litigation pending or threatened against the Bank which (i) materially or adversely affects the Bank's ability to fulfill its obligations under the Transaction; and/or; (ii) affects the validity of the proposed Transaction or restricts the proceedings or actions of the Bank with respect to the Transaction."

## PART XXVIII: MATERIAL CONTRACTS OPINION FOR THE PROGRAMME



# BANWO & IGHODALO

May 16, 2024

**Guaranty Trust Holding Company PLC**

Plot 635 Akin Adesola Street

Victoria Island, Lagos

**Attention: Mr. Erhi Obebeduo**

Dear *Sir*,

**ESTABLISHMENT OF A US\$750,000,000 (SEVEN HUNDRED AND FIFTY BILLION US DOLLARS) MULTI-CURRENCY SECURITIES ISSUANCE PROGRAMME BY GUARANTY TRUST HOLDING COMPANY PLC - MATERIAL CONTRACTS OPINION**

We write in respect of the establishment of a US\$750,000,000.00 (Seven Hundred and Fifty Million US Dollars) (or its equivalent in Nigerian Naira) Multi-Currency Securities Issuance Programme by Guaranty Trust Holding Company Plc. (the "**Company**") (the "**Programme**" or "**Proposed Transaction**").

Pursuant to the provisions of the Rules and Regulations of the Securities and Exchange Commission, 2013 (as amended) (the "**Rules**"), an issuer must disclose in a prospectus in relation to a public offer, details of all material contracts executed by such issuer. The Rules describe the term "**material contracts**" to include (i) contracts other than contracts entered into in the ordinary course of business, to which the relevant party or any member of its group is a party, for the five years immediately preceding publication of the prospectus; and (ii) any other contract (not being a contract entered into in the ordinary course of business) entered into by any member of the group which contains any provision under which any member of the group has any obligation or entitlement which is material to the group as at the date of the registration of the prospectus.

We reviewed the agreements provided to us by the Company, of the agreements provided, we consider the agreement set out in the Annexure to this Opinion as material within the context of the SEC Rules definition above. By a letter dated April 29, 2024, the Company confirmed that save for contracts disclosed to us, it has not entered into any contracts outside the ordinary course of business as at the date of the letter. In addition, we confirm that there are no provisions therein which are or will adversely impact the Proposed Transaction.

Pursuant to the foregoing, we suggest the inclusion of the following text in the relevant section of the Shelf Prospectus be issued in relation to the Proposed Transaction:

**Attorney list at [www.banwo-ighodalo.com](http://www.banwo-ighodalo.com)**

48, Awolowo Road, South-West Ikoyi, Lagos, Nigeria  
Afri-Investment House, 50, Aguiyi-Ironsi Street, Maitama, Abuja, Nigeria  
3, Woke-Koro Street, Old GRA, Port-Harcourt, Nigeria  
**T** +234 8139841360; 8139841361; 8139841362; 8139841363  
**E** [banwigho@banwo-ighodalo.com](mailto:banwigho@banwo-ighodalo.com) **W** [www.banwo-ighodalo.com](http://www.banwo-ighodalo.com)



## BANWO & IGHODALO

*"As at April 29, 2024, save for the Deposit Agreement dated June 25, 2021, the Company has not entered into any agreements outside the ordinary course of business or which are or will adversely impact the Programme"*

In issuing this Opinion:

- (i) we do not affirm the completeness and/or accuracy of the documents provided to us by the Company, which were relied upon in preparing this Opinion;
- (ii) we have relied solely on information made available to us by the Company as at April 29, 2024; and
- (iii) we therefore abjure any liability that may be attributable to the incompleteness or inaccuracy of the documents provided to us or the Company's omission to provide any material information or documentation relating to its contracts.

We advise accordingly and are able to provide any clarification you may require with regards to the foregoing.

Yours faithfully,

**FOR: BANWO & IGHODALO**

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**AZEEZAH MUSE-SADIQ**  
**PARTNER**



# BANWO & IGHODALO

## ANNEXURE

### SCHEDULE OF MATERIAL CONTRACTS REVIEWED FOR GUARANTY TRUST HOLDING COMPANY PLC

#### 1. DEPOSIT AGREEMENT DATED JUNE 25, 2021 BETWEEN GUARANTY TRUST HOLDING COMPANY PLC AND JPMORGAN CHASE BANK, N.A

Pursuant to clause 10 (m), the Company has an obligation to provide to JP Morgan Chase Bank, N.A (the "Depositary"), within five (5) business days of any new offering of Shares or GDRs by the Company after the date of the Deposit Agreement, (i) a certificate in such form as shall be reasonably satisfactory to the Depositary referencing such distribution and confirming that there is no "substantial U.S. market interest" in either the Shares or the GDRs at such time or (ii) written notification confirming that there is a "substantial U.S. market interest" (as such term is defined in Regulation S) in either the Shares or the GDRs at such time. **We however note that the Shares and GDRs referred to in this clause are defined as Shares and GDRs issued under this Deposit Agreement and does not include shares to be issued pursuant to the Proposed Transaction.**

Following the completion of our review, we note that there are no clauses/provisions in the agreement which may impact the implementation of the Transaction.