

PROXY FORM

4th ANNUAL GENERAL MEETING to be held virtually on Thursday, April 24, 2025, at 10 a.m.

I/We _____
being a member/members of Guaranty Trust Holding Company Plc hereby or appoint _____ *
or failing him/her Mr. Hezekiah Adesola Oyinlola or Mr. Segun Agbaje, as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, April 24, 2025, and at any adjournment thereof.

Dated this _____ day of _____, 2025

Signature
of Shareholder

Name of
Shareholder

ADMISSION CARD

Fourth Annual General Meeting to be held on Thursday, April 24, 2025, virtually, at 10 a.m.

Name of Shareholder (in BLOCK CAPITALS):

Surname: _____

First name: _____

Name of Proxy: _____

Shareholder's Account No: _____

Number of Shares: _____

GUARANTY TRUST HOLDING COMPANY PLC RC 1690945

NUMBER OF SHARES:		
RESOLUTIONS	FOR	AGAINST
Ordinary Business:		
To receive the Audited Financial Statements for the year ended December 31, 2024, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon.		
To declare a dividend ¹		
To authorise Directors to fix the remuneration of the Auditors ²		
To disclose the Remuneration of Managers of the Company		
To elect Members of the Statutory Audit Committee		
Special Business:		
To consider and approve as an Ordinary Resolution of the Company: "That, in compliance with the Rule of the Nigerian Exchange Limited governing transactions with Related Parties or Interested Persons, the Company and its related entities ("The Group") be and are hereby granted a General Mandate in respect of all recurrent transactions entered into with a related party or interested person provided such transactions are of a revenue or trading nature or are necessary for the Company's day to day operations. This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held".		
That Non-Executive Directors remuneration for the financial year ending December 31, 2025 and for succeeding years until reviewed by the Company in its Annual General Meeting, be and is hereby fixed at ₦58,000,000.00 (fifty-eight million Naira only) for each Director.		
Please mark the appropriate box with an "X" to indicate how you wish your votes to be cast on the resolutions set above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her/its discretion.		

IMPORTANT

NOTES:

1.

A member of the Company is entitled to attend and vote at the Annual General Meeting of the Company. He/She/It is also entitled to appoint a proxy to attend and vote instead of him/her/it, and in this case, the above card is required for the appointment of a proxy.
2.

Please date, sign and post the proxy form to reach the registrar not less than 48 hours before the time appointed for the Annual General Meeting, at their office, Datamax Registrars Limited, at No. 2C, Gbagada Express Road, Gbagada Phase 1, Lagos State. If executed by a corporate body, the proxy form should be sealed with the Common Seal or under the hand and seal of its attorney.
3.

In line with the current practice, the names of two Directors of the Company have been entered on the Proxy Form to ensure that someone will be at the meeting to act as proxy. You may however wish to insert in the blank space on the form (marked "***") the name of any person, whether a member of the Company or not, who will attend the meeting and vote on your behalf instead of one of the named Directors.
4.

It is a requirement of the law under the Stamp Duties Act, Cap. A8, Laws of the Federation of Nigeria, 2004, that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must be duly stamped in accordance with the provisions of the Stamp Duties Act.

1 ₦7.03K for every 50 Kobo Ordinary Share;
2 Ernst & Young are the External Auditors of the Company