

PROXY FORM

5th ANNUAL GENERAL MEETING to be held virtually on Tuesday, April 28, 2026, at 10.00a.m.

I/We _____ being a member/members of Guaranty Trust Holding Company Plc (“the Company”) hereby appoint _____* or failing him/her Mr. Suleiman Barau 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 Tuesday, April 28, 2026, and at any adjournment thereof.

Dated this _____ day of April, 2026

Signature of Shareholder

Name of Shareholder

ADMISSION CARD

Fifth Annual General Meeting to be held on Tuesday, April 28, 2026, virtually, at 10.00a.m.

Name of Shareholder (in BLOCK CAPITALS):

Surname: _____

First name: _____

Name of Proxy: _____

Shareholder's Account No: _____

Number of Shares: _____

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 instruction is required for the appointment of a proxy. A proxy need not be a member of the Company.

2. Voting Instructions

Shareholders Listed on the Nigerian Exchange Limited (NGX)

Shareholders listed on the NGX should 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.

Depositary Interest Holders listed on the London Stock Exchange

Shareholders holding Depositary Interests representing ordinary shares of the Company listed on the London Stock Exchange (LSE) must submit voting instructions through the United Kingdom (UK) Depositary, Equiniti Limited.

Voting Procedure

i. Depositary Interest holders should not complete the

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, 2025, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon.		
To declare a dividend ¹		
To elect Directors: i. Mr. Babatunde Soyoye as an Independent Non-Executive Director ² ; ii. Mrs. Marie Namias as an Independent Non-Executive Director ³ .		
To re-elect Directors⁴: i. Mr. Suleiman Barau as an Independent Non-Executive Director; ii. Mrs. Catherine Echeozo as a Non-Executive Director.		
To authorise Directors to fix the remuneration of the Auditors ⁵		
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 (NGX) 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, 2026, and for succeeding years until reviewed by the Company in its Annual General Meeting, be and is hereby fixed at ₦334,000,000.00 (three hundred and thirty-four million Naira only) annually.		
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.		

Nigerian proxy form directly.

ii. Voting instructions must be submitted through CREST to Equiniti Limited.

iii. Voting instructions must be received by Equiniti Limited no later than the deadline communicated by Equiniti Limited. The deadline for LSE listed shareholders will be earlier than the Nigerian proxy deadline to allow processing.

iv. Equiniti Limited will aggregate all valid voting instructions and appoint a proxy to attend and vote at the AGM in accordance with the instructions received. Where no voting instruction is received, the Depositary shall not exercise any vote. Submission of voting instructions constitutes authorization to Equiniti Limited to appoint the Chairman of the Meeting or another nominated proxy to vote on behalf of the Depositary Interest holder.

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 ₦11.76K for every 50 Kobo Ordinary Share (This is in addition to the ₦1.00 paid as interim dividend, bringing the total dividend paid for the 2025 financial year to ₦12.76K);
2 Mr. Babatunde Soyoye was appointed as a Director with effect from May 16, 2025, and will be presented for Shareholders’ approval at the 5th Annual General Meeting;
3 Mrs. Marie Namias was appointed as a Director with effect from January 19, 2026, and will be presented for Shareholders’ approval at the 5th Annual General Meeting;
4 Mr. Suleiman Barau and Mrs. Catherine Echeozo, being due for retirement by rotation have offered themselves for re-election as Directors;
5 Ernst & Young are the External Auditors of the Company.