

Guaranty Trust Bank plc  
RC 152321  
Plot 635, Akin Adesola Street,  
P.O. Box 75455, Victoria Island,  
Lagos State, Nigeria.  
Tel: 01-4480740-9, 01-2714580-7  
www.gtbank.com

Akin Adesola  
Branch



10 August, 2020

**THE MANAGING DIRECTOR/CEO**  
Vetiva Capital Management Limited  
Plot 266B, Kofo Abayomi Street  
Victoria Island  
Lagos

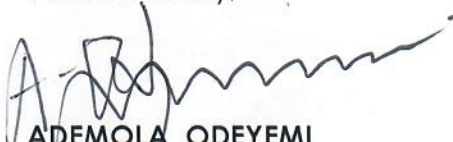
Dear Sir,

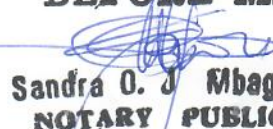
**PROPOSED SCHEME OF ARRANGEMENT BETWEEN GUARANTY TRUST BANK PLC. AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES OF 50 KOBO EACH (THE "SCHEME")**

I, Ademola Odeyemi, a Director of Guaranty Trust Bank Plc. ("GTBank" or the "Bank"), hereby confirm that:

- i. I have considered the terms of the proposed Scheme;
- ii. all material information known to me as a Director of the Bank and which are relevant to shareholders of GTBank in arriving at a decision on the Scheme have been disclosed; and
- iii. I consent to the Scheme being proposed to the shareholders of GTBank and to the mention and inclusion of my name in the form and context in which it will appear in the Scheme Document or any other related document to be issued and filed with the Securities and Exchange Commission, The Nigerian Stock Exchange or any other regulator, in connection with the Scheme.

Yours faithfully,

  
**ADEMOLA ODEYEMI**  
Director

**BEFORE ME**  
  
**Sandra O. J. Mbagwu**  
**NOTARY PUBLIC**

