



Guaranty Trust Holding Company plc

RC 1690945

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## NOTICE OF PROPOSED OFFERING

***This notice is issued in reliance on Rule 283 of the Rules & Regulations of the Securities & Exchange Commission, Nigeria.***

This notice does not constitute an offer to sell or the solicitation of an offer to buy any securities. Any offer, solicitation or offer to buy, or any sale of securities will be made only by a prospectus duly registered by the Securities and Exchange Commission, Nigeria (SEC) in accordance with the provisions of the Investments and Securities Act, No. 29, 2007 (the Act) and the rules and regulations of the SEC made pursuant to the Act (the SEC Rules).

Guaranty Trust Holding Company Plc (the Issuer) has filed a preliminary "red herring" prospectus (Red Herring Prospectus) with the SEC in connection with a proposed offering for subscription of ordinary shares of 50 kobo each in its share capital (the Ordinary Shares) to raise gross proceeds of up to N500 Billion (the Proposed Offering). The number of Ordinary Shares to be offered and the price range for the Proposed Offering have not yet been determined.

<b>PURPOSE</b>	The net proceeds of the Proposed Offering will be used for (i) the growth and expansion of the GTCOPLC Group's businesses. Such planned growth and expansion will be effected through investments in technology infrastructure to fortify existing operations, the establishment of new subsidiaries and selective acquisitions of non-banking businesses; and (ii) the recapitalisation of Guaranty Trust Bank Limited (GTBank Nigeria).
<b>TARGET INVESTORS</b>	The Proposed Offering is structured as an institutional offering targeted at eligible investors and a retail offering within Nigeria (the Nigerian Tranche) and a private placing to persons reasonably believed to be qualified institutional buyers outside Nigeria (the International Tranche).
<b>LISTING AND ADMISSION TO TRADING</b>	The Issuer intends to file an application for the approval of the Board of the Nigerian Exchange Limited (NGX) with respect to the listing and admission to trading of the Ordinary Shares on the NGX Official List.
<b>ANTICIPATED TIMING OF THE PROPOSED OFFERING</b>	The Proposed Offering is anticipated to open by July, 2024.

The filing of the Red Herring Prospectus was undertaken with a concurrent filing of a preliminary universal shelf registration statement. The universal shelf registration will permit GTCOPLC to establish a multi-currency securities issuance programme (the Programme) to issue various types of securities, or any combination of such securities, in one or more offerings, from time to time, to raise proceeds in an aggregate amount of up to U.S.\$750 million (or equivalent amount in Nigerian Naira) in the Nigerian/international capital markets during the validity period of the Programme.

The Proposed Offering is expected to be the first issuance under the Programme.

This notice does not constitute an offer of securities for sale in the United States or to U.S. persons ("U.S. persons"), as such term is defined in Regulation S promulgated under the United States Securities Act of 1933, as amended, (the U.S. Securities Act). The Ordinary Shares being offered have not been, nor will be, registered under the U.S. Securities Act or any state securities laws, and may not be offered or sold in the

### About the Issuer

Guaranty Trust Holding Company Plc is the ultimate holding company of the GTCOPLC Group.

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, institutional, private banking and wealth management customers, in addition to asset management, pension fund administration and payment technology businesses.

### For further information, please contact:

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