



GUARANTY TRUST HOLDING COMPANY PLC

Lagos, Nigeria – July 3, 2025

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Neither this announcement, nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not subscribe for or purchase any shares referred to in this announcement except solely on the basis of the information contained in a prospectus in its final form (together with any supplementary prospectus, if relevant, the "Prospectus"), including the risk factors set out therein, that will be published by the Company (as defined below) in due course, following the approval by the FCA, in connection with an offer of ordinary shares in the Company (the "Shares") and the proposed admission of the Shares to the equity shares (international commercial companies secondary listing) category of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange plc. A copy of the Prospectus will, following the publication, be available for inspection from the Company's registered office at Plot 635, Akin Adesola Street, Victoria Island, Lagos, Nigeria, and on the Company's website at www.gtco plc.com, subject to certain access restrictions.

3 July 2025

GUARANTY TRUST HOLDING COMPANY PLC

SUCCESSFUL PRICING OF \$105m PRIMARY EQUITY OFFERING ON THE LONDON STOCK EXCHANGE'S MAIN MARKET FOR LISTED SECURITIES

- **Following the Company's announcement on 2 July 2025, Guaranty Trust Holding Company Plc ("GTCO" or the "Company" and, together with its subsidiaries, the "Group") today announces the successful pricing of its fully marketed offering on the London Stock Exchange (the "Offering").**
- A total of approximately 2.29 billion new ordinary shares in the Company will be issued in US dollars at a reference price of 70.00 Naira per share (\$0.0459) (the "Offering Price"), raising gross proceeds of \$105 million.
- Concurrently with the Offering announcement, the Company also gave notice of its intention to cancel the listing of its existing GDRs on the certificates representing certain securities (depository receipts)

category of the Official List of the United Kingdom Financial Conduct Authority ("FCA") and (ii) the admission to trading of GDRs on the London Stock Exchange's main market for listed securities.

- In place of the GDR listing, the Company intends for all of the ordinary shares of the Company (the "Shares") to be admitted to the equity shares (international commercial companies secondary listing) category of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange (together, "Admission").
- The Offering is conditional upon, amongst other things, Admission becoming effective and upon the Underwriting Agreement not being terminated in accordance with its terms.
- The Company is not making any arrangements for dealing prior to Admission in respect of the Shares being issued in connection with the Offering.
- It is expected that Admission and unconditional dealing in the Shares will become effective on or before 8.00 a.m.(UK time) on 9 July 2025 under the ticker "GTHC". Following the cancellation of the GDRs listing, the Company intends to change the ticker symbol for the Shares from "GTHC" to "GTCO" and will issue a separate announcement in due course to that effect.
- Immediately following Admission, the Company's issued share capital will be 36,425,229,514 Shares. The number of Shares in public hands will be 36,386,972,252 Shares or approximately 99.9% of the Company's issued share capital.
- The cancellation of the GDR listing is expected to take effect no later than 31 July 2025.
- Full details of the Offering and Admission will be included in the Prospectus, which is expected to be published tomorrow, following the FCA approval, and will be available on the Company's website (www.gtcopl.com).
- Citigroup Global Markets Limited ("Citigroup") acted as Sole Global Coordinator and Sole Bookrunner in connection with the Offering.

For: GUARANTY TRUST HOLDING COMPANY PLC



ERHI OBEDEDUO
Group General Counsel/
Company Secretary



Expected Timetable of Principal Events

The timetable below sets out the expected key dates for Admission and the Offering:

Event	Date and time
Launch of the Offering; Announcement of the intention to de-list the GDRs	2 July 2025
Book-building relating to the Offering	2 July 2025
Setting of Offering Price.....	3 July 2025
Announcement of Offering results.....	3 July 2025
Publication of the Prospectus.....	4 July 2025
Admission and commencement of dealings in the Offering Shares.....	8.00 a.m. on 9 July 2025
CREST accounts credited with DIs in respect of the Offering Shares	As soon as possible after 8.00 a.m. on 9 July 2025
Despatch of Offering Share certificates (where applicable).....	By no later than 9 July 2025
GDR holders able to deposit GDRs and receive DIs following submission of request to exchange GDRs for DIs by GDR holders.....	From 9 July 2025*
Last date to for submitting valid requests for exchange of GDRs for DIs for issue of the DIs on the GDR Delisting Date (the “ Delisting Exchange Deadline ”)	24 July 2025**
GDR Delisting Date.....	31 July 2025
Latest date for issue of DIs for GDR holders who have submitted a valid request for exchange of their GDRs to DIs by the Delisting Exchange Deadline	31 July 2025
Issue of DIs to the CREST accounts/custodians for Euroclear, Clearstream or DTC, as applicable, for onward settlement of the interest for any GDR holders who have not submitted a valid request for exchange of their GDRs either into Shares or DIs by the Delisting Exchange Deadline	31 July 2025

Notes

* The timing presented assumes that a request by the GDR holder to exchange their GDRs for DIs was received on 2 July 2025. The exchange of GDRs for DIs is expected to occur five (5) business days following the DI Depository’s receipt of a valid request from a GDR holder.

** The exchange of GDRs for DIs is expected to occur five (5) business days following the DI Depository’s receipt of the request from the GDR holder.

All references to times in the above timetable are to London time. Each of the times and dates in the above timetable is subject to change without further notice.

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Important Notice

The contents of this announcement, which has been prepared by and this sole responsibility of the Company, has been approved by Citigroup Global Markets Limited ("Citigroup") solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 (as amended).

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This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for, or otherwise invest in, Shares to any person in United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada, Japan or South Africa or in any jurisdiction to whom or in which such offer or solicitation is unlawful. Any shares referred to herein may not be offered or sold in the United States unless registered under the United States Securities Act of 1933, as amended (the "Securities Act") except to qualified institutional buyers as defined in, and in reliance on, Rule 144A under the Securities Act or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Offering and sale of Shares referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada, Japan or South Africa. Subject to certain exceptions, the Shares referred to herein may not be offered or sold in Australia, Canada, Japan or South Africa or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, Japan or South Africa. There will be no public offer of the Shares in the United States, Australia, Canada, Japan, South Africa or elsewhere.

In the United Kingdom, this announcement is being distributed only to, and is directed only at, persons who: (A) (i) are "investment professionals" specified in Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005, as amended (the "Order") and/or (ii) fall within Article 49(2)(a) to (d) of the Order (and only where the conditions contained in those Articles have been, or will at the relevant time be, satisfied); and (B) are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018; and (C) persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons").

In the European Economic Area (the "EEA"), this announcement is addressed only to and directed only at, persons in member states who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129) ("Qualified Investors").

This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any member state of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to: (i) in the United Kingdom, Relevant Persons; and (ii) in any member state of the EEA, Qualified Investors, and will be engaged in only with such persons.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These statements reflect beliefs of the Directors (including based on their expectations arising from pursuit of the Group's strategy) as well as assumptions made by the Directors and information currently available to the Group. Although the Directors consider that these beliefs and assumptions are reasonable, by their nature, forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the Group's actual financial condition, results of operations, cash flows, liquidity or prospects to be materially different from any future such metric expressed or implied by such statements. Past performance cannot be relied upon as a guide to future performance and should not be taken as a representation that trends or activities underlying past performance will continue in the future. Forward-looking statements speak only as of the date they are made. No representation is made or will be made that any forward-looking statements will come to pass or prove to be correct.

Any subscription or purchase of Shares in the Offering should be made solely on the basis of information contained in the Prospectus which is expected to be published the Company in connection with the Offering. The information in this announcement is subject to change. Before subscribing for or purchasing any Shares, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus when published. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. Neither this announcement, nor anything contained in the Prospectus referred to herein, shall form the basis of or constitute any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any Shares or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

The date of Admission may be influenced by a variety of factors which include market conditions. The Company may decide not to go ahead with the Offering and there is therefore no guarantee that Admission will occur. You should not base any financial decision on this announcement. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested.

Persons considering making investments should consult an authorised person specialising in advising on such investments. Neither this announcement, nor the Prospectus referred to herein, constitutes a recommendation concerning the Offering. The value of shares can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Offering for the person concerned. Nothing contained herein constitutes or should be construed as (i) investment, tax, financial, accounting or legal advice, (ii) a representation that any investment or strategy is suitable or appropriate to your individual circumstances, or (iii) a personal recommendation to you.

Unless otherwise indicated, market, industry and competitive position data are estimates (and accordingly, approximate) and should be treated with caution. Such information has not been audited or independently verified, nor has the Group ascertained the underlying economic assumptions relied upon therein.

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Citigroup is acting exclusively for the Company and no one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company, for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

Citigroup is authorised by the Prudential Regulation Authority (the "PRA") and regulated in the United Kingdom by the PRA and the FCA.

In connection with the Offering, Citigroup and any of its affiliates, may take up a portion of the Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in the Prospectus to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by Citigroup and any of its affiliates acting in such capacity. In addition, Citigroup and any of its affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of Shares. Neither Citigroup nor any of its affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

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