

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-third Annual General Meeting of **GUARANTY TRUST BANK PLC** will hold at Zinnia Hall, Eko Hotel and Suites, Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos, on Thursday, April 25, 2013, at 10.00am to transact the following business:

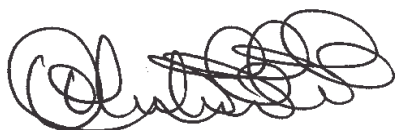
### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2012, and the Reports of the Directors, Auditor and Audit Committee thereon;
2. To declare a dividend;
3. To elect/re-elect Directors;
4. To authorize Directors to fix the remuneration of the Auditor;
5. To elect Members of the Audit Committee.

### PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, Datamax Registrars Limited (formerly GTB Registrars Limited), No. 7, Anthony Village Road, Anthony Village, Lagos, not less than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report.

### BY THE ORDER OF THE BOARD



#### **Olutola Omotola**

Company Secretary  
Plot 635, Akin Adesola Street  
Victoria Island,  
Lagos

April 2, 2013

### NOTES:

#### **1. Dividend**

If approved, dividend will be payable on Thursday, April 25, 2013, to shareholders whose names are registered in the Register of Members at the close of business on April 10, 2013. Shareholders who have completed the e-dividend Mandate Form will receive a direct credit of the dividend into their bank accounts on the date of the Annual General Meeting, while dividend warrants for shareholders who have not completed the e-dividend Mandate Form shall be posted on April 25, 2013. Note however, that holders of the Company's Global Depository Receipts listed on the London Stock Exchange will receive their dividend payments seven (7) business days after the local payment date.

#### **2. Closure of Register**

The Register of Members will be closed on April 11, 2013, to enable the Registrar prepare for payment of dividend.

#### **3. Audit Committee**

In accordance with section 359 (5) of the Companies and Allied Matters Act, 2004, any shareholder may nominate a shareholder for appointment to the Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least twenty-one (21) days before the Annual General Meeting.