

PROXY FORM

GUARANTY TRUST HOLDING COMPANY PLC RC 1690945

3rd ANNUAL GENERAL MEETING to be held at the Oriental Hotel, 3, Lekki Road, Victoria Island, Lagos State on Thursday, May 9, 2024, at 10 a.m.

I/We _____ being a member/members of Guaranty Trust Holding Company Plc hereby appoint _____* or failing him/her, Mr. Hezekiah Adesola Oyinlola or failing him, 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 Thursday, May 9, 2024, and at any adjournment thereof.

Dated this _____ day of _____, 2024

Signature
of Shareholder _____

Name of
Shareholder _____

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 card is required for the appointment of a proxy.
2. 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, 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.
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.

ADMISSION CARD

The Third Annual General Meeting to be held on Thursday, May 9, 2024, at the Oriental Hotel, 3, Lekki Road, Victoria Island, Lagos, at 10 a.m.

Name of Shareholder (in BLOCK CAPITALS):

Surname: _____

First name: _____

*Name of Proxy: _____

Shareholder's Account No: _____

Number of Shares: _____

NUMBER OF SHARES:		
RESOLUTIONS	FOR	AGAINST
Ordinary Business:		
1. To receive the Audited Financial Statements for the year ended December 31, 2023, and the Reports of the Directors, Auditors and the Statutory Audit Committee thereon.		
2. To declare a dividend ¹		
3. To re-elect Directors ² i. Mr. Suleiman Barau ii. Mrs. Catherine Echeozo		
4. To authorise Directors to fix the remuneration of the Auditors ³		
5. To disclose the Remuneration of Managers of the Company		
6. To elect Members of the Statutory Audit Committee		
Special Business:		
7. "That in compliance with the Rule of the Nigerian Exchange Limited 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.		
8. That Directors remuneration for the financial year ending December 31, 2024, and for succeeding years until reviewed by the Company in its Annual General Meeting, be and is hereby fixed at ₦58,000,000.00 (fifty-eight million Naira only) annually for each Director.		
9. To consider and approve as a Special Resolution of the Company: a. "That the Company be and is hereby authorised to raise additional capital of up to US\$750,000,000.00 (seven hundred and fifty Million United States Dollars), (or its equivalent in Nigerian Naira), through the issuance of securities comprising ordinary shares, preference shares, convertible and/or non-convertible notes, bonds or any other instruments, in the Nigerian and/or international capital markets, either as standalone issue(s) or by the establishment of capital raising programme(s), whether by way of public offerings, private placements, rights issues and/or other transaction modes, at price(s), coupon or interest rates determined through book building or any other acceptable valuation method or combination of methods, in such tranches, series or proportions, within such maturity periods and at such dates and upon such terms and conditions as may be determined by the board of directors of the Company (the Board), subject to obtaining the requisite approvals of the relevant regulatory authorities; b. That the Board be and is hereby authorised to seek the listing and admission to trading of securities issued pursuant to the foregoing resolution, on the Official List of the Nigerian Exchange Limited, the London Stock Exchange plc or on such other stock exchange or exchanges or securities market or markets (as the case may be); c. That the issued share capital of the Company be and is hereby increased from ₦14,715,589,612.00 (fourteen billion, seven hundred and fifteen million, five hundred and eighty-nine thousand, six hundred and twelve Naira only) divided into 29,431,179,224 (twenty-nine billion, four hundred and thirty-one million, one hundred and seventy-nine thousand, two hundred and twenty-four) ordinary shares of ₦0.50 (fifty Kobo) each to ₦22,215,589,612.00 (twenty-two billion, two hundred and fifteen million, five hundred and eighty-nine thousand, six hundred and twelve Naira only) divided into 44,431,179,224 (forty-four billion, four hundred and thirty-one million, one hundred and seventy-nine thousand, two hundred and twenty-four) ordinary shares of ₦0.50 (fifty Kobo) by the creation and addition of 15,000,000,000 (fifteen billion) ordinary shares of ₦0.50 (fifty Kobo) each ranking pari-passu with the existing ordinary shares of the Company, (except that such additional ordinary shares shall not rank for the dividend recommended by the Company in respect of the profit for the year ended 31 December, 2023); and that the Board (where it deems appropriate) be authorised to take the necessary steps to cancel any unallotted shares of the Company or to further increase the share capital of the Company to an amount sufficient to accommodate any transaction undertaken by the Company to raise additional equity capital pursuant to the foregoing resolutions; d. That Clause 6 of the Company's Memorandum of Association and Clause 5 of the Company's Articles of Association be and are hereby amended to reflect the new share capital of ₦22,215,589,612.00 (twenty-two billion, two hundred and fifteen million, five hundred and eighty-nine thousand, six hundred and twelve Naira only) divided into 44,431,179,224 (forty-four billion, four hundred and thirty-one million, one Hundred and seventy-nine thousand, two hundred and twenty-four) ordinary shares of ₦0.50 (Fifty Kobo) by the creation and addition of 15,000,000,000 (fifteen billion) ordinary shares of ₦0.50 (fifty Kobo) each ranking pari-passu with the existing ordinary shares of the Company, and that any amendments required to be made to the Memorandum and Articles of Association of the Company as a result of the foregoing resolutions be approved; e. That the Board be and is hereby authorised, on behalf of the Company, to enter into and execute all such agreements, deeds, notices and other documents as may be necessary for and/or incidental to the foregoing resolutions, (including without limitation, the conversion of any convertible securities into ordinary shares of the Company); f. That the Board be and is hereby authorised to take such further action and do such further things as may be required to give effect to the above resolutions including but not limited to obtaining the approvals of the relevant regulatory authorities including the Central Bank of Nigeria and the Securities and Exchange Commission and complying with the directive(s) of any relevant regulatory authority; g. That the Company Secretary be and is hereby authorised to do all such things necessary to give effect to the above resolutions at the Corporate Affairs Commission".		
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.		

1 ₦2.70K for every 50 Kobo Ordinary Share;
2 Mr. Suleiman Barau and Mrs. Catherine Echeozo being due for retirement by rotation and being eligible, have offered themselves for re-election as Directors.
3 Ernst & Young are the External Auditors of the Company