

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-ninth Annual General Meeting of **GUARANTY TRUST BANK PLC** will hold at the Oriental Hotel, 3, Lekki Road, Victoria Island, Lagos State, on Thursday, April 18, 2019, at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements for the year ended December 31, 2018, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
2. To declare a dividend;
3. To elect/re-elect Directors;
4. To authorise Directors to fix the remuneration of the Auditors;
5. To elect Members of the Statutory Audit Committee.

SPECIAL BUSINESS

6. To consider and if thought fit, pass the following as an Ordinary Resolution:

"That Director's remuneration for the financial year ending December 31, 2019, and for succeeding years until reviewed by the Company in its Annual General Meeting, be and is hereby fixed at ₦20,000,000.00 (twenty million Naira only) for each financial year."

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/her/its 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, No. 2c, Gbagada Express Road, Gbagada Phase 1, Lagos State, 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



ERHI OBESEDUO

Company Secretary
FRC/2017/NBA/00000016024
Plot 635, Akin Adesola Street
Victoria Island, Lagos

March 25, 2019

NOTES

1. Dividend

If approved, dividend will be payable on Thursday, April 18, 2019, at the rate of ₦2.45Kobo per every 50 Kobo ordinary share, to shareholders whose names appear in the Register of Members at the close of business on Monday, April 8, 2019 (bringing total Dividend paid for the 2018 financial year to ₦2.75Kobo). Shareholders who have completed the e-Dividend Mandate Forms will receive a direct credit of the dividend into their bank accounts on the date of the Annual General Meeting. Note however, that holders of the Company's Global Depository Receipts listed on the London Stock Exchange will receive their dividend payments subsequently.

2. E-Dividend Mandate

Shareholders are kindly requested to update their records and advise Datamax Registrars Limited of their updated records and relevant bank accounts for the payment of their dividends. Detachable forms in respect of mandate for e-dividend payment, unclaimed/stale dividend payment and shareholder data update are attached to the Annual Report for convenience. The aforementioned forms can also be downloaded from the Bank's website at www.gtbank.com or from Datamax Registrars Limited's website at www.datamaxregistrars.com.

The duly completed forms should be returned to Datamax Registrars Limited, No. 2c, Gbagada Express Road, Gbagada Phase 1, Lagos State, or to the nearest Guaranty Trust Bank plc branch.

3. E-Annual Report

The electronic version of the Annual report is available at www.gtbank.com. Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email. Furthermore, Shareholders who are interested in receiving the electronic version of the Annual Report are kindly required to request via email to annualreports@datamaxregistrars.com.

4. Closure of Register

The Register of Members will be closed on Tuesday, April 9, 2019, to enable the Registrar prepare for payment of dividend.

5. Statutory 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 Statutory 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.

Kindly note that the provisions of the Code of Corporate Governance issued by the Securities and Exchange Commission (SEC) indicate that some of the members of the Statutory Audit Committee should have basic financial literacy and be knowledgeable in internal control processes.

In view of the foregoing, nominations to the Statutory Audit Committee should be supported by the Curricula Vitae of the nominees.

6a. Election of Directors

- i. Mrs. Miriam Chidiebele Olusanya is being proposed for election as an Executive Director to fill an existing vacancy.
- ii. Mr. Babajide Gregory Okuntola is being proposed for election as an Executive Director to fill an existing vacancy.

The appointment of both Directors has been approved by the Central Bank of Nigeria and will be presented for Shareholders' approval at the 29th Annual General Meeting.

The profiles of the aforementioned Directors are available in the Annual Report and also on the Bank's website at www.gtbank.com.

6b. Re-election of Directors

In accordance with the provisions of the Articles of Association, the Directors to retire by rotation at the 29th Annual General Meeting are; Mr. Hezekiah Adesola Oyinlola and Ms. Imoni Lolia Akpofure. The retiring Directors, being eligible, offer themselves for re-election.

The profiles of the Directors retiring by rotation are available in the Annual Report and on the Bank's website at www.gtbank.com.

7. Shareholders' Right to Ask Questions

Shareholders reserve the right to ask questions at the Annual General Meeting. Shareholders may also submit questions prior to the Meeting in writing to the Company, in line with Rule 19.12(c) of the Listing Rules of The Nigerian Stock Exchange. Such questions should be addressed to the Company Secretary and reach the Company at its Head Office or by electronic mail at investorsenquiries@gtbank.com not later than 7 days to the date of the Meeting.