

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifth Annual General Meeting of **GUARANTY TRUST HOLDING COMPANY PLC** ("the Company") will hold virtually via <https://www.gtco plc.com/gtco-5th-annual-general-meeting> on Tuesday, April 28, 2026, at 10.00 a.m. to transact the following business:

### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended December 31, 2025, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
- To declare a dividend;
- To elect/re-elect Directors;
- To authorise Directors to fix the remuneration of the Auditors;
- To disclose the Remuneration of Managers of the Company;
- To elect Members of the Statutory Audit Committee.

### SPECIAL BUSINESS

- "That in compliance with the Rule of the Nigerian Exchange Limited (NGX) 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."

- "That Non-Executive Directors' remuneration for the financial year ending December 31, 2026, and for succeeding years until reviewed by the Company in its Annual General Meeting, be and is hereby fixed at ₦334,000,000.00 (three hundred and thirty-four million Naira only) annually."

### 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 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. The Company will bear the cost of stamping of all duly completed and signed proxy forms submitted within the stipulated time.

### BY THE ORDER OF THE BOARD



**ERHI OBBEDUO**  
Group General Counsel/  
Company Secretary  
FRC/2017/PRO/00000016024  
Plot 635, Akin Adesola Street  
Victoria Island, Lagos  
March 31, 2026

## NOTES

### 1. Shareholders Attendance at the Meeting

A formal communication containing the necessary access and participation details for the meeting will be sent to shareholders registered email addresses by the Registrar. Shareholders are kindly advised to ensure their details are updated with the Registrar.

### 2. Dividend

If approved, dividend will be payable on April 28, 2026, at the rate of ₦11.76K per every 50 Kobo ordinary share, to Shareholders whose names appear in the Register of Members at the close of business on April 13, 2026, for holders listed on the NGX and April 7, 2026, for holders listed on the London Stock Exchange (LSE) (bringing total Dividend paid for the 2025 financial year to ₦12.76K). Shareholders listed on the NGX 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 Depository Interest listed on the LSE will receive their dividend payments subsequently.

### 3. 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. Forms in respect of mandate for e-dividend payment, unclaimed/stale dividend payment and shareholder data update are included in the Annual Report for convenience. The aforementioned forms can also be downloaded from the Company's website at [www.gtco plc.com](http://www.gtco plc.com) or from Datamax Registrars Limited's website at [www.datamaxregistrars.com](http://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 GTBank branch.

### 4. Voting by Interested Persons

In line with the provisions of Rule 20.8 (h), Rules governing Related Party transactions of the Nigerian Exchange Limited, Interested Persons have undertaken to ensure that their proxies, representatives or associates shall abstain from voting on resolution 7 above.

### 5. Unclaimed Dividend

Shareholders are hereby informed that unclaimed dividends remain in the custody of the Registrars. An Unclaimed Dividend booklet containing the list of all unclaimed dividends will be circulated with the Annual Report and Financial Statements. All Shareholders with unclaimed dividends are advised to revalidate their unclaimed dividends through the e-dividend mandate process either by visiting or writing to the Registrar, Datamax Registrars Limited, No. 2c, Gbagada Express Road, Gbagada Phase 1, Lagos State, or via email to [tsu@datamaxregistrars.com](mailto:tsu@datamaxregistrars.com)

### 6. E-Annual Report

The electronic version of the Annual Report is available at [www.gtco plc.com](http://www.gtco plc.com). Shareholders who have provided their email addresses to the Registrars 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](mailto:annualreports@datamaxregistrars.com).

### 7. Closure of Register

The Register of Members will be closed on April 14, 2026, for Shareholders listed on the NGX and on April 8, 2026, for Shareholders listed on the LSE, to enable the Registrar to prepare for payment of dividend.

### 8. Statutory Audit Committee

In accordance with section 404(6) of the Companies and Allied Matters Act, 2020, 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 by virtue of the provisions of the Code of Corporate Governance issued by the Securities and Exchange Commission (SEC) and the Companies and Allied Matters Act, 2020, all members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly 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.

### 9. Election/Re-election of Directors

- Mr. Babatunde Soyoye is being proposed for election as an Independent Non-Executive Director;
- Mrs. Marie Namias is being proposed for election as an Independent Non-Executive Director;
- Mr. Suleiman Barau is being proposed for re-election as an Independent Non-Executive Director;
- Mrs. Cathy Echeozo is being proposed for re-election as a Non-Executive Director;

The appointment of Mr. Babatunde Soyoye and Mrs. Marie Namias have been approved by the Central Bank of Nigeria and will be presented for Shareholders approval at the Fifth Annual General Meeting.

The profiles of the Directors are available in the Annual Report and also on the Company's website at [www.gtco plc.com](http://www.gtco plc.com).

### 10. 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 Exchange Limited. Such questions should be addressed to the Group Company Secretary and reach the Company at its Head Office or by electronic mail at [holdcocommunication@gtco plc.com](mailto:holdcocommunication@gtco plc.com) not later than seven (7) days to the date of the Meeting.