



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of **GUARANTY TRUST HOLDING COMPANY PLC** ("the Company") will hold virtually via <https://www.gtco plc.com/gtco-4th-annual-general-meeting>, on April 24, 2025, at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2024, and the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
2. To declare a dividend;
3. To authorise Directors to fix the remuneration of the Auditors;
4. To disclose the Remuneration of Managers of the Company;
5. To elect Members of the Statutory Audit Committee.

SPECIAL BUSINESS

6. "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.

7. That Non-Executive Directors remuneration for the financial year ending December 31, 2025 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.

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 OBESEDUO
Group General Counsel/
Company Secretary
FRC/2017/NBA/00000016024
Plot 635, Akin Adesola Street
Victoria Island, Lagos
April 2, 2025

NOTES

1. Dividend

If approved, dividend will be payable on April 24, 2025, at the rate of ₦7.03K per every 50 Kobo ordinary share, to Shareholders whose names appear in the Register of Members at the close of business on April 15, 2025 (bringing total Dividend paid for the 2024 financial year to ₦8.03K). 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 Depositary 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 Company's website at www.gtco plc.com or from Datamax Registrars Limited's website at www.datamaxregistrars.com.

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

3. 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, representative or associates shall abstain from voting on resolution 6 above.

4. 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.

5. E-Annual Report

The electronic version of the Annual report is available at 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.

6. Closure of Register

The Register of Members will be closed on April 16, 2025, to enable the Registrar to prepare for payment of dividend.

7. 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.

8. 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. Such questions should be addressed to the Company Secretary and reach the Company at its Head Office or by electronic mail at holdcocommunication@gtco plc.com not later than seven (7) days to the date of the Meeting.