

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-fourth Annual General Meeting of **GUARANTY TRUST BANK PLC** will hold at the Shell Hall, MUSON Centre, Onikan, Lagos, on Monday, April 14, 2014, 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, 2013, and the Reports of the Directors, Auditor and Audit Committee thereon;
2. To declare a dividend;
3. To elect a Director;
4. To authorise 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 Registrars, Datamax Registrars Limited, No. 2c, Gbagada Express Road, Gbagada Phase 1, 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
FRC/2013/ICSAN/00000001781
Plot 635, Akin Adesola Street,
Victoria Island,
Lagos

14 March, 2014

NOTES:

1. Dividend

If approved, dividend will be payable on Monday, April 14, 2014 to shareholders whose names are registered in the Register of Members at the close of business on Thursday, March 27, 2014. 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, while dividend warrants for shareholders who have not completed the e-dividend Mandate Form shall be posted on the same day. 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 Friday, March 28, 2014, 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.

4. Election of Director

Mrs. Osaretin Afusat Demuren is being proposed for election as a Non-Executive Director.

Mrs. Demuren was appointed as a member of the Board of the Bank on April 17, 2013. Her appointment has been approved by the Central Bank of Nigeria and is being presented for Shareholders' approval at this Meeting.

Her full profile is available for viewing on www.gtbank.com.