



Guaranty Trust Bank plc
RC 152321

A large graphic of the year "2015" where each digit is filled with a different, vibrant African textile pattern. The colors include red, orange, yellow, green, and black. A dark grey horizontal bar is positioned at the bottom of the "2015" graphic, containing the text "INFO PACK" in white, uppercase, sans-serif font.

2015

INFO PACK

#GTBank*Collaborations*



Guaranty Trust Bank plc
RC 152321

1 RESOLUTION

To receive the Audited Financial Statements for the year ended December 31, 2015, and the Reports of the Directors, Auditor and Audit Committee thereon.

EXPLANATION

This Resolution is required pursuant to Section 334 of the Companies and Allied Matters Act, CAP. C20, L.F.N. 2004 ("CAMA"), which mandates the Directors of a Company to prepare Financial Statements for each year which shall include amongst other items, the Directors' Report and the Auditors' Reports.

Directors are required to present before the shareholders of a Company ("Members") at general meetings, copies of the financial statements of the Company made up to a date not exceeding nine (9) months preceding the date of the Meeting.

The Auditors' Report, which forms part of the Financial Report, is to be read before Members at General Meeting, and open for inspection by Members of the Company. CAMA also requires the Audit Committee of the Company to make recommendations on the Auditor's report to the Annual General Meeting as it may think fit.

The Directors' Report is required to contain the following issues in respect of the Company:

- i. A fair view of the development of the business of the Company and its subsidiaries during the year and of their position at the end of it;
- ii. The amount (if any) which they recommend should be paid as dividend and the amount (if any) which they propose to carry to reserves;
- iii. The names of the persons who, at any time during the year, were directors of the Company and the financial activities of the Company and

its subsidiaries in the course of the year and any significant change in those activities in the year;

- iv. Particulars of significant changes in the fixed assets of the Company or of any of its Subsidiaries which occurred in the financial year;
- v. Directors' interest in the Shares or Debenture of the Company;
- vi. Charitable gifts given out by the Company in the financial year;
- vii. Employment of disabled persons;
- viii. Health, safety and welfare at work of Company's employees.

REQUEST

Shareholders are requested to vote in favour of this Resolution, to enable Members receive the Audited Financial Statements of the Bank, which gives a comprehensive detail of the state of affairs of the Bank.

2 RESOLUTION

To declare a dividend

EXPLANATION

Section 379 of CAMA provides that a Company may in general meeting declare dividend in respect of any year or other period on the recommendation of the directors. Section 379(2) grants the General Meeting powers to decrease the amount of dividend recommended by the Directors, but not to increase the recommended amount.

It is the Bank's practice to pay dividend twice in a year; interim dividend for the half-year period ended June 30, 2015, and final dividend for the subsequent half year period ended December 31, 2015.

The Company paid the sum of N0.25 Kobo as Interim Dividend per unit of ordinary shares held and is recommending the payment of the sum of N1.52 Kobo as final dividend (if approved at the Annual General Meeting), bringing the total dividend paid for the 2015 financial year to N1.77 Kobo.

REQUEST

Shareholders are requested to vote in favour of this Resolution to enable the Bank pay the recommended Dividend.

3 RESOLUTION

To elect Directors.

EXPLANATION

During the period under review, the Board appointed Ms. Imonivberha Lolia Akpofure as a Non-Executive (Independent) Director to fill the vacancy created by the retirement of Mr. Egbert Imomoh who retired from the Board in March 2015, as he attained the age of seventy (70) years.

Also in the course of the year, Mr. Haruna Musa was appointed as an Executive Director of the Bank to fill the vacancy created on the Board by the retirement of Mr. Ohis Ohiwerei, who retired from the Board, having served as an Executive Director for four (4) years.

The appointments of Ms. Akpofure and Mr. Musa have been approved by the Central Bank of Nigeria and will be presented for Shareholders' approval at this Meeting.

In accordance with Article 84(b) of the Bank's Articles of Association, which requires one-third (or the number closest to it) of the Non-Executive Directors to retire biennially, no Non-Executive Director is required to retire by rotation at this Annual General Meeting.

Profile of the Directors.

• Profile of Ms. Akpofure

Ms. Akpofure holds a Bachelor of Engineering (B.Eng Honors) degree in Civil Engineering (1988) from the Imperial College, University of London, United

Kingdom, and a Masters of Science (M.Sc) Degree in Environmental Engineering (1989) from the Newcastle University, United Kingdom. She also obtained an MBA from the INSEAD, France.

She is a seasoned professional with over eighteen (18) years' work experience in the financial industry, having worked with International Finance Corporation from 1995 till 2013, where she rose through the ranks to become the Director, Western Europe, a position she held from 2009 till her retirement in 2013.

Ms. Akpofure also serves as member of several other boards, both locally and internationally, including as Member, Investment Committee, Fund for Agricultural Finance in Nigeria (FAFIN); Member, the Advisory Board, KINA Advisory Limited, United Kingdom; and is currently one of the two (2) Regional Directors for Africa of CDC Group Plc (formerly Commonwealth Development Corporation), responsible for working with CDC's investment teams in London to support investments in Anglophone and Francophone West Africa and Lusophone Africa.

• Profile of Mr. Musa

Mr. Haruna Musa holds a B.A. (Agriculture) degree (1991) from Ahmadu Bello University, Zaria, and a Masters in Business Administration (1998) from Bayero University, Kano. He also holds a Masters degree in Finance and Management (2009) from Cranfield University, United Kingdom. He worked in several financial institutions before joining Guaranty Trust Bank plc in 2001.

He has over eighteen (18) years' experience which covers various aspects of banking including banking operations, corporate banking, commercial banking, compliance and risk management. He joined the Bank in 2001 and rose through the ranks to become an Assistant General Manager and Group Head Public Sector, North East Division in 2006. He resigned from the Bank briefly in 2008 to pursue a Masters Degree in Finance and Management at the Cranfield University, United Kingdom, after which he returned in 2009.

Prior to his appointment as Executive Director, Mr. Musa was the General Manager in charge of the North East Division.

EXPLANATION

Shareholders are requested to vote in favour of the election of Ms. Akpofure and Mr. Musa.

4 RESOLUTION

To authorise Directors to fix the remuneration of the Auditor for the financial year ending December 31, 2016.

EXPLANATION

CAMA provides that the remuneration of Auditors shall be fixed by the company in general meeting or in such manner as the company in general meeting may determine.

The Board will be guided in this regard by the Audit Committee in line with Section 359(6) (e) of CAMA which provides that the Audit Committee shall make recommendations to the Board in regard to the appointment, removal and remuneration of the external auditors of the company.

In view of the fact that the Bank imbibes transparency and good governance in its business, it is the Bank's usual practice to request for shareholders' consent to fix the remuneration of the Auditor.

The Bank's Auditor is PricewaterhouseCoopers.

REQUEST

Members are requested to pass a resolution authorising Directors to fix the Auditors' remuneration for the financial year ending December 31, 2016.

5 RESOLUTION

To elect members of the Audit Committee.

EXPLANATION

All Public Companies are mandated to have Audit Committees to ascertain whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices. The Committee shall have a maximum of 6 members

comprising 3 Shareholders' Representatives and 3 Directors.

The Audit Committee is responsible for monitoring and controlling the internal and external auditing mechanism of public companies, overseeing accounting policies and principles of companies and ensuring regulatory compliance to financial reporting standards and ethics. The Committee is required to examine the Auditors' Report and make recommendations thereon to the AGM as it may think fit, in compliance with the requirements of CAMA and the Securities and Exchange Commission Code of Corporate Governance.

Any Shareholder may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the secretary of the Company at least 21 days before the Annual General Meeting.

The names of the Shareholders' nominees will be announced at the Meeting and election conducted strictly by show of hands in accordance with the provisions of Section 225(3) of CAMA which stipulates that there shall be no right to demand a poll on the election of members of the Audit Committee.

Please note that only Shareholders' representatives are subject to election as members of Audit Committee.

REQUEST

Members are requested to vote and elect the nominees to represent shareholders on the Committee for the current financial year.

VOTING AT GENERAL MEETINGS

Any member of a Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him, and a proxy appointed to attend and vote instead of a member shall also have the same right as the member to speak at the Meeting

The Proxy Form appointing a proxy is required to be deposited at the office of the Registrars, Datamax Registrars Limited (formerly GTB Registrars Limited), No. 2c, Gbagada Express Road, Gbagada Phase 1, Lagos State, not less than 48 hours before the time for holding the Meeting otherwise the proxy form shall be invalid.

Attached is a copy of the Proxy Form for your information.