

**26th ANNUAL GENERAL MEETING** to be held at the Oriental Hotel, 3 Lekki Road, Victoria Island, Lagos on Tuesday, April 5, 2016, at 10 a.m.

I/We \_\_\_\_\_ being a member/members of Guaranty Trust Bank plc hereby appoint \_\_\_\_\_ or failing her Mrs. Osaretin Demuren or failing her Mr. Segun Agbaje, as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Bank to be held on Tuesday, April 5, 2016, and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

Signature of Shareholder \_\_\_\_\_

Name of Shareholder \_\_\_\_\_

NUMBER OF SHARES:		
RESOLUTIONS	FOR	AGAINST
<b>Ordinary Business</b>		
To receive the Audited Financial Statements for the year ended December 31, 2015, and the Reports of the Directors, Auditor and Audit Committee thereon.		
To declare a dividend <sup>1</sup>		
To elect Directors:		
i. Ms. Imonivberha Lolia Akpofure as a Non-Executive Director <sup>2</sup> ;		
ii. Mr. Haruna Musa as an Executive Director <sup>3</sup>		
To authorise Directors to fix the remuneration of the Auditor <sup>4</sup>		
To elect Members of the Audit Committee.		
Please mark the appropriate box with an "X" to indicate how you wish your votes to be cast on the resolutions set above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her/its discretion.		

**ADMISSION CARD**

Twenty-sixth Annual General Meeting to be held on Tuesday, April 5, 2016, at the Oriental Hotel, 3 Lekki Road, Victoria Island, Lagos at 10 a.m.

Name of Shareholder (in BLOCK CAPITALS) \_\_\_\_\_  
(Surname) (Firstname)

Shareholder's Account No \_\_\_\_\_ Number of Shares \_\_\_\_\_

**IMPORTANT**

- Before posting the above Proxy Form, please tear off this part and retain it. A person attending the Annual General Meeting of the Company or his/her/its proxy should produce this card to secure admission to the Meeting.
- A member of the Company is entitled to attend and vote at the Annual General Meeting of the Company. He/She/It is also entitled to appoint a proxy to attend and vote instead of him/her/it, and in this case, the above card is required for the appointment of a proxy.
- In line with the current practice, the names of two Directors of the Company have been entered on the Proxy Form to ensure that someone will be at the meeting to act as proxy. You may however wish to insert in the blank space on the form (marked "\*" ) the name of any person, whether a member of the Company or not, who will attend the meeting and vote on your behalf instead of one of the named Directors.
- The above Proxy Form, when completed, must be deposited at the office of the Registrars, 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.
- It is a requirement of the law under the Stamp Duties Act, Cap. A8, Laws of the Federation of Nigeria, 2004, that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must be duly stamped in accordance with the provisions of the Stamp Duties Act.
- If the Proxy Form is executed on behalf of a Company, it should be sealed under its Common Seal or under the hand and seal of its attorney.

Signature of the person attending \_\_\_\_\_

<sup>1</sup> N1.52k for every 50 Kobo Ordinary Share  
<sup>2</sup> Ms. Akpofure was appointed as a Director on October 21, 2015, and will be presented for Shareholders' approval at the 26th Annual General Meeting  
<sup>3</sup> Mr. Haruna Musa was appointed as a Director on July 29, 2015, and will be presented for Shareholders' approval at the 26th Annual General Meeting  
<sup>4</sup> PricewaterhouseCoopers are the Auditors of the Bank