

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-fifth Annual General Meeting of **GUARANTY TRUST BANK PLC** will hold at the Oriental Hotel, Lekki, Lagos State, on Tuesday, March 31, 2015, 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, 2014, and the Reports of the Directors, Auditor and Audit Committee thereon;
2. To declare a dividend;
3. To elect/re-elect Directors;
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/her/its 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 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.

BY THE ORDER OF THE BOARD



Olutola Omotola
Company Secretary
FRC/2013/ICSAN/00000001781
Plot 635, Akin Adesola Street
Victoria Island, Lagos

March 9, 2015

NOTES:

1. DIVIDEND

If approved, dividend will be payable on Tuesday, March 31, 2015, at the rate of N1.50 Kobo per every 50 Kobo ordinary share to shareholders whose names appear in the Register of Members at the close of business on Monday, March 16, 2015 (bringing total Dividend paid for the 2014 financial year to N1.75 Kobo). 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. 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 Bank's website @ www.gtbank.com or from the Datamax Registrars Limited's website @ 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 Guaranty Trust Bank plc branch.

3. CLOSURE OF REGISTER

The Register of Members will be closed on Tuesday, March 17, 2015, to enable the Registrar prepare for payment of dividend.

4. 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.

5. ELECTION/RE-ELECTION OF DIRECTORS

i. Election of Director

Mr. Hezekiah Adesola Oyinlola is being proposed for election as a Non-Executive Director.

Mr. Hezekiah Adesola Oyinlola was appointed as a Non-Executive Director of the Bank on April 26, 2014. His appointment has been approved by the Central Bank of Nigeria and is being presented for Shareholders' approval at the 25th Annual General Meeting.

His profile is available for viewing on www.gtbank.com.

ii. Re-election of Directors

In accordance with the provisions of the Articles of Association, the Directors to retire by rotation are Messrs. Olabode Mubasheer Augusto and Kadri Adebayo Adeola. The retiring Directors, being eligible, offer themselves for re-election at the 25th Annual General Meeting.

Their profiles are available for viewing on www.gtbank.com.