

**GUARANTY TRUST BANK PLC RC 152321**

**PROXY FORM**

22<sup>nd</sup> ANNUAL GENERAL MEETING to be held at the Shell Hall, MUSON Centre, 8/9 Onikan, Lagos, on Thursday, April 19, 2012, at 10 a.m.

I/We \_\_\_\_\_ being a member/members of Guaranty Trust Bank plc hereby appoint\* \_\_\_\_\_ or failing him Mr. Oluwole Oduyemi or failing him 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 April 19, 2012, and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

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, 2011, and the Reports of the Directors, Auditor and Audit Committee thereon.		
To declare a dividend		
To elect the following Directors (Executive):		
Demola Odeyemi		
Ohis Ohiwerei		
Olutola Omotola		
Wale Oyedeji		
To authorise Directors to fix the remuneration of the Auditor.		
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 discretion.		

**ADMISSION CARD**

Twenty-second Annual General Meeting to be held on Thursday, 19<sup>th</sup> April, 2012, at Shell Hall, MUSON Centre, 8/9 Onikan, Lagos at 10.00 a.m.

Name of Shareholder (in BLOCK CAPITALS) \_\_\_\_\_ (Surname) \_\_\_\_\_ (Other names)

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

**IMPORTANT**

1. 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 proxy should produce this card to secure admission to the meeting.
2. A member of the Company is entitled to attend and vote at the Annual General Meeting of the Company. He/She is also entitled to appoint a proxy to attend and vote instead of him/her, and in this case, the above card is required for the appointment of a proxy.
3. In line with the current practice, the names of two of the Directors of the Company have been entered on the Proxy Form to ensure that someone will be at the meeting to act as your 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 Directors named.
4. The above Proxy Form, when completed, must be deposited at the office of the Registrar, GTB Registrars Limited, No. 7, Anthony Village Road, Anthony, Lagos, not less than 48 hours before the time fixed for the meeting.
5. 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 bear a stamp duty of ₦50.00 (fifty Naira)
6. If the Proxy Form is executed by a Company, it should be sealed under its Common Seal or under the hand and seal of its attorney.

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