



GUARANTY TRUST BANK PLC RC 152321

25th ANNUAL GENERAL MEETING to be held at the Oriental Hotel, Lekki, Lagos State on Tuesday, March 31, 2015, at 10 a.m.

I/We _____ being a member/members of Guaranty Trust Bank plc hereby appoint _____ or failing him Mr. Egbert Imomoh 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 Tuesday, March 31, 2015, and at any adjournment thereof.

Dated this _____ day of _____, 2015.

Signature of Shareholder _____

Name of Shareholder _____

ADMISSION CARD

Twenty-fifth Annual General Meeting to be held on Tuesday, March 31, 2015, at the Oriental Hotel, Lekki, Lagos State at 10 a.m.

Name of Shareholder (in BLOCK CAPITALS) _____

Shareholder's Account No _____ (Surname) Number of Shares _____ (Firstname)

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 _____

NUMBER OF SHARES:

RESOLUTIONS FOR AGAINST

Ordinary Business

To receive the Audited Financial Statements for the year ended December 31, 2014, and the Reports of the Directors, Auditor and Audit Committee thereon.

To declare a dividend*

To elect Mr Adesola Hezekiah Oyinlola** as a Non-Executive Director

To re-elect the following Directors
i. Mr Olabode Mubasheer Agosto***
ii. Mr. Kadri Adebayo Adeola***

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/its discretion.

* N1.50k for every 50 Kobo Ordinary Share
** Mr. Hezekiah Adesola Oyinlola was appointed as a Director on April 26, 2014, and will be presented for Shareholders' approval at the 25th Annual General Meeting
*** Mr. Adeola and Mr. Agosto being due for retirement by rotation have offered themselves for re-election as Directors;
**** PricewaterhouseCoopers are the Auditors of the Bank