

# NOTICE OF 31ST AGM OF GCB BANK PLC

**NOTICE IS HEREBY GIVEN** that the thirty-first (31st) **ANNUAL GENERAL MEETING (AGM)** of Shareholders of GCB Bank PLC will be held in-person at the Accra International Conference Centre and virtually by live-streaming via <https://gcbbankagm.com>, the Bank's official Facebook and YouTube accounts and GTV on **Friday, 2nd May, 2025 at 11:00 a.m** to transact the following business:

## Agenda

### Ordinary Business as *Ordinary Resolutions*

#### 1. ANNUAL REPORTS AND FINANCIAL STATEMENTS

To consider and adopt the Financial Statements of the Company for the year ended 31st December, 2024 together with the Reports of the Directors and Auditors thereon.

#### 2. DIVIDEND DECLARATION

To declare a Dividend in the amount recommended by the Board of Directors of the Bank for the financial year ended 31st December, 2024.

#### 3. REMUNERATION OF DIRECTORS

To approve the remuneration of Directors for the financial year 2025.

#### 4. REMUNERATION OF AUDITORS

To authorize the Board of Directors of the Bank to determine the remuneration of Auditors for the Financial year ended 31st December, 2025.

### Special Business as *Ordinary Resolutions*

#### 5. APPOINTMENT OF DIRECTORS

- i. To approve the appointment of Professor Joshua Alabi as an Independent Non-Executive Director.
- ii. To approve the appointment of Mr. Farihan

Alhassan as the Managing Director (Executive Director) of the Bank.

- iii. To approve the appointment of Dr. Alhaji Yahaya Abdul-Rahman as a Non-Executive Director
- iv. To approve the appointment of Mrs. Pamela Seyram Addo as a Non-Executive Director
- v. To approve the appointment of Mr. Frederick Amissah as a Non-Executive Director
- vi. To approve the appointment of Mr. John Colin Villars as a Non-Executive Director
- vii. To approve the appointment of Mr. Alexander Agambilla Awine as an Independent Non-Executive Director
- viii. To approve the appointment of Dr. Nana Amma Adjovu as an Independent Non-Executive Director
- ix. To approve the appointment of Dr. Nene Adams Kortey Asafotei as an Independent Non-Executive Director
- x. To approve the appointment of Dr. Abdulai Alhassan as an Independent Non-Executive Director

NB: Voting by members on the meeting day shall be done strictly via online voting.

**DATED THIS 20TH DAY OF MARCH, 2025  
BY ORDER OF THE BOARD**

(SGD.)

Amma Agyeman Kusi-Appouh  
**Company Secretary**

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## Notes

In accordance with Regulatory Guidelines and the Bank's Constitution, attendance and participation by members or their proxies in this year's Annual General Meeting of the Bank, shall be in-person or virtual (by online participation).

### A. Proxy

1. As a shareholder of the Bank, you are entitled to appoint a proxy to exercise all or any of your rights to attend, and to speak and vote at, a general meeting of the Bank. A proxy need not be a shareholder of the Bank.
2. If executed by a corporate body, the form should be completed by the signature of a duly authorized officer and should be accompanied by a resolution in accordance with Section 11 of Schedule 8 of the Companies Act, 2019 (Act 992).
3. If you wish to appoint a proxy you must follow the procedure set out in these notes.
4. To appoint a proxy, insert his or her full name in the box above. If you sign and return this proxy form without inserting a name in the box, the chair of the general meeting will be deemed to be your proxy.
5. To direct your proxy on how to vote on the resolutions which are to be proposed at the general meeting, please put an 'X' in the appropriate boxes next to the resolutions. If you do not specify a voting indication in relation to a resolution, your proxy will vote, or abstain from voting, on that resolution at his or her discretion. In relation to any other matter which is properly put before the general meeting, your proxy will vote, or abstain from voting, at his or her discretion.
6. In order to effect a valid appointment of a proxy, this Proxy form must be filled out, signed and lodged (together with any authority under which it is signed) with the Registrars at GCB Bank PLC, High Street, Accra not later than 11.00am on 29th April, 2025 or 48hrs before the time appointed for holding the meeting.
7. Any power of attorney or other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxy forms will take precedence.
9. If you appoint someone other than the chair of the general meeting as your proxy, you are responsible for

ensuring that your proxy attends the meeting and is aware of your voting instructions. If you want your proxy to make any comments or ask any questions on your behalf at the meeting, you must appoint someone other than the chair and instruct that person accordingly.

10. The fact that you have appointed a proxy does not prevent you from attending and speaking and voting at the meeting in person. If, having appointed a proxy, you attend the meeting in person, your proxy appointment will be terminated automatically.
11. All shareholders or their proxies attending the meeting in person shall be required to present their Ghana Cards for purposes of identification and registration.
12. A copy of the Proxy Form can be downloaded from: <https://gcbbankagm.com> and may be filled and sent via email to: [shareregistry@gcb.com.gh](mailto:shareregistry@gcb.com.gh).

### FAILURE TO SEND THE PROXY FORM AS REQUIRED WILL RESULT IN THE PROXY NOT BEING ADMITTED TO OR ALLOWED TO PARTICIPATE IN THE MEETING

### B. Accessing, Participating and Voting at the AGM

1. A member entitled to attend and vote at the meeting may appoint a proxy who need not be a member of the Company to vote in his/her stead.
2. Voting will be done online, and participants will need to access the Virtual AGM platform in order to cast their votes.
3. To access and vote at the AGM, a confidential unique token number will be sent to shareholders by SMS to give access to the meeting platform, <https://www.gcbbankagm.com> from 15th April, 2025.
4. Shareholders who do not receive this token can contact the GCB Bank PLC Share Registry via email on: [shareregistry@gcb.com.gh](mailto:shareregistry@gcb.com.gh) or call 0302-668712, 0244-338508, 0244-318079, 0244-358514 in order to be sent the unique token any time before the date of the AGM.
5. To gain access to the AGM platform, shareholders must visit <https://www.gcbbankagm.com> and input their unique token number on the portal to join in and vote electronically during the meeting.
6. Further assistance on accessing the meeting and voting electronically can be found on <https://www.gcbbankagm.com>
7. The AGM Proceedings would be streamed Live on GTV, Facebook and YouTube for shareholders' observation and participation.

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## C. Other Information

1. Annual Report and other information on the Bank's AGM would be available on the Bank's websites, <https://gcbbank.com.gh> and <https://gcbbankagm.com.gh>

2. For further information contact:

The Registrar

Share Registry

GCB Bank PLC

High Street Accra

Tel: 0302668712, 0244-338508, 0244-318079, 0244-358514

Email: [shareregistry@gcb.com.gh](mailto:shareregistry@gcb.com.gh)

## D. EXPLANATORY NOTES TO THE RESOLUTIONS

### 1. Financial Statements of the Company for the year ended 31st December, 2024

Section 128 of the Companies Act 2019 (Act 992) requires that the Financial Statements shall be circulated to shareholders and laid before the company in a general meeting after the financials have been approved and signed off by the Board of Directors prior to its circulation as per section 135 (1) (b) of Act 992.

Shareholders are required to receive and consider the Audited Financial Statements together with the reports of the Directors and Auditors thereon for the year ended 31st December 2024 which can be accessed at <https://gcbbank.com.gh> and <https://gcbbankagm.com.gh>

### 2. Dividend Declaration for the year ended 31st December, 2024

Section 51 of the Bank's Constitution and Section 76 (1) of the Companies Act 2019 (Act 992) provides that a Company may declare dividend in any year but no dividend shall exceed the amount recommended by the Directors.

At a meeting of the Board of Directors held on 26th February, 2025 the Directors resolved and recommended a final dividend payment of GHS1.00 per share for the financial year 2024. Shareholders are by this resolution requested to approve the final dividend recommended by the Directors.

### 3. To Approve Directors' Remuneration

Section 100(1) of the Bank's Constitution provides that fees payable to Directors shall not be increased unless authorized by an Ordinary Resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting.

Section 185 (2) of the Companies Act 2019 (Act 992), states that the fees payable to the directors as directors shall be determined from time to time by ordinary resolution of the company and not in any other way.

### 4. Remuneration of the External Auditors

The Board is required to seek the authorization of shareholders to fix the remuneration of the External Auditors.

Section 140 of the Companies Act 2019 (Act 992) indicates that the remuneration of an auditor of a company shall be fixed where the auditor is appointed;

(a) by the directors for the period expiring at the conclusion of the next annual general meeting of the company; and (c) at a meeting of the company, by ordinary resolution of the company or in a manner that the company by ordinary resolution may determine.

Shareholders are by this resolution requested to authorize the Board of Directors of the Bank to determine the remuneration of the External Auditors for the financial year ending 31st December, 2025.

### 5. To approve the appointment of Directors

Pursuant to section 172(3) and 326 of the Companies Act, the Company may by ordinary resolution appoint a Director of the Company. The following directors are therefore recommended by the Board of Directors for appointment as Directors of GCB Bank Plc:

- i. Professor Joshua Alabi as an Independent Non-Executive Director.
- ii. Mr. Farihan Alhassan as the Managing Director (and Executive Director) of the Bank
- iii. Dr. Alhaji Yahaya Abdul-Rahman as a Non-Executive Director

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- iv. Mrs. Pamela Seyram Addo as a Non-Executive Director
- v. Mr. Frederick Amissah as a Non-Executive Director
- vi. Mr. John Colin Villars as a Non-Executive Director
- vii. Mr. Alexander Agambilla Awine as an Independent Non-Executive Director
- viii. Dr. Nana Amma Adjovu as an Independent Non-Executive Director
- ix. Dr. Nene Adams Kortey Asafotei as an Independent Non-Executive Director
- x. Dr. Abdulai Alhassan as an Independent Non-Executive Director

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