

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that GCB Bank PLC will hold a virtual 29th Annual General Meeting and stream online from Movenpick Ambassador Hotel, Accra via <https://gcbbankagm.com>, the Bank's social media handles (Facebook and YouTube) and GTV on **Friday, 30th June 2023 at 10:00 a.m.** to transact the following business:

Agenda

Ordinary Business

as ordinary resolutions

1. To consider and adopt the Financial Statements of the Company for the year ended December 31, 2022 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Directors of the Company retiring by rotation under the Companies Act 2019 (Act 992).
 - Mr. Osmani Ayuba
 - Alhaji Alhassan Yakubu
 - Mr. Daniel Kwaku Tweneboah Asirifi
 - Hon. Dr. Stephen Amoah
3. To re-elect Directors of the Company in line with the Bank of Ghana Corporate Governance Directive 2018.
 - Mrs. Lydia Essah
 - Nana Ama Ayensua Saara III
4. To authorize the Directors to fix the remuneration of Auditors.

Special Business

as ordinary resolutions

5. Capital Raise
 - To authorize the Directors to raise additional equity capital of up to GHS 1 billion through a renounceable rights issue on such terms (including the share price, the number of offer shares, allotment, and other modalities) as the directors deem fit and procure the additional listing of the issued ordinary shares on the Ghana Stock Exchange.
 - To authorize the Directors to raise any shortfall (in the required GHS 1 billion under the rights issue) through either a single or multiple private placement of ordinary shares to investors on such terms (including the share price and other modalities) as the directors deem fit and to procure the listing (by introduction) of the issued ordinary shares on the Ghana Stock Exchange, provided that the private placement(s) shall be implemented and completed within 12 months of the close of the rights issue.
 - To authorize the Directors to raise any shortfall (in the required GHS 1 billion under the rights issue and the private placement of ordinary shares) through either a single or multiple private placement of non-redeemable, non-cumulative and convertible preference shares to



**DATED THIS 23RD DAY OF MAY, 2023
BY ORDER OF THE BOARD OF DIRECTORS
(SGD.)**

**Amma Agyeman Kusi-Appouh
Company Secretary**

investors on such terms (including the coupon rate and other modalities) as the directors deem fit and to procure the listing (by introduction) of the issued preference shares on the Ghana Stock Exchange, provided that the private placement(s) shall be implemented and completed within 12 months of the close of the rights issue and the aggregate amount to be raised shall not exceed GHS 250 million.

as special resolutions

6. Amendment to the Bank's Constitution
 - To amend paragraph 12 of the Company's constitution by deleting and replacing it with the following:

"The Company may issue preference shares to existing members or any other persons not exceeding an aggregate of 500,000,000 shares as authorised under paragraph 9 of this Constitution."
 - To amend paragraph 13 of the Company's constitution by deleting and replacing it with the following:

"The commercial terms of any preference shares issued by the Company shall be as agreed between the Company and the relevant person (and in accordance with applicable law, including any prevailing capital requirement directives of the Bank of Ghana) and set out in a relevant agreement."

Notice of Annual General Meeting (Continued)

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 virtual (by online participation).

A. Proxy

1. A member is entitled to virtually attend and vote or may appoint a proxy to attend and vote on his or her behalf either online or by post. Such a proxy need not be a member of the Bank. For a Proxy Form to be valid for purposes of the meeting, it must be completed and submitted via shareregistry@gcb.com.gh or deposited at the Share Registry, GCB Bank PLC, Head Office, High Street, Accra, not less than 48 hours before the meeting.
2. 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.
3. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting (via online). Where a member attends the meeting, the proxy appointment shall be deemed to be revoked.

B. Accessing, Participating and Voting at the Virtual AGM

1. To access and vote at the Virtual AGM, a confidential unique token will be sent to shareholders by email and/or SMS effective 9th June, 2023 to grant access to the AGM.
2. Shareholders who do not receive this token can contact the GCB Bank PLC Share Registry on: shareregistry@gcb.com.gh or call 0302-668712, 0244-338508, 0244-318079, 0244-358514 to be sent the unique token any time before the date of the AGM.
3. To gain access to the Virtual AGM, shareholders must visit the designated website <https://www.gcbbankagm.com> and input their token on the portal to join and vote during the meeting.
4. Further assistance on accessing the meeting and voting electronically can be found on <https://www.gcbbankagm.com>
5. The AGM Proceedings would be streamed Live on GTV, Facebook and YouTube for shareholders' observation and effective participation.

C. Other Information

1. The Bank's Annual Report and other information on the 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