

GCB Bank PLC

PROXY FORM



I/We _____ being a member(s) of the above-named Company

hereby appoint _____ or failing whom, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the 29th Annual General Meeting of the Company to be held on Friday, **June 30, 2023 at 10.00am.**

This Form is to be used in favour of/against the Resolutions set out in the Agenda.

Ordinary Business as Ordinary Resolutions	FOR	AGAINST
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)		
a) Mr. Osmani Ayuba		
b) Alhaji Alhassan Yakubu		
c) Mr. Daniel Kwaku Tweneboah Asirifi		
d) Hon. Dr. Stephen Amoah		
3. To re-elect Directors of the Company in line with the Bank of Ghana Corporate Governance Directive 2018		
a) Mrs. Lydia Essah		
b) Nana Ama Ayensua Saara III		
4. To authorize the Directors to fix the remuneration of Auditors		
Special Business as Ordinary Resolutions	FOR	AGAINST
5. Capital Raise		
a) To authorise the Directors to raise additional equity capital of up to GHS1 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.		
b) To authorise the Directors to raise any shortfall (in the required GHS1 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.		
c) To authorise the Directors to raise any shortfall (in the required GHS1 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 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 GHS250 million.		

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Special Business as Special Resolution	FOR	AGAINST
6. Amendment to the Bank's Constitution		
a) 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".		
b) 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 relevant agreement".		

DATED THE _____ DAY OF _____, 2023.

SIGNATURE

Notes:

1. Please indicate with an "X" in the spaces above how you wish your vote to be cast. Unless otherwise instructed, the Proxy will vote as he thinks fit.
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. To be valid, 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 10.00am on June 28, 2023.