

RESOLUTIONS OF 29TH VIRTUAL AGM GCB BANK PLC

Ordinary Business

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 the following Directors retiring by rotation:
 - a. Mr. Osmani Ayuba
 - b. Alhaji Alhassan Yakubu
 - c. Mr. Daniel Kwaku Tweneboah Asirifi
 - d. Hon. Dr. Stephen Amoah
3. To re-elect the following Directors 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
5. Capital Raise
 - a. 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.
 - b. 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.
 - c. 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 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.

Special Business/Resolutions

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 authorized 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 a relevant agreement."

 STREAMING VIA



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Dial *899*3# to vote

30th JUNE 10AM

