

NOTICE OF 32ND ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the **thirty-second (32nd) ANNUAL GENERAL MEETING (AGM)** of Shareholders of GCB Bank PLC (the Bank) will be held in-person at the **University of Professional Studies, Accra (UPSA)** Auditorium and virtually by live-streaming via <https://www.gcbbankagm.com>, the Bank's official social media handles, Facebook and YouTube pages and GTV on **Friday, 17th April, 2026 at 11:00 a.m.** to transact the following business:

Agenda

Ordinary Business as *Ordinary Resolutions*

1. ANNUAL REPORTS AND FINANCIAL STATEMENTS

To receive and consider the Financial Statements of the Bank for the year ended December 31, 2025 together with the Reports of the Directors and Auditors thereon.

2. RE-ELECTION OF DIRECTORS RETIRING BY ROTATION

To re-elect the following Directors retiring by rotation:

- i. Prof. Joshua A. Alabi
- ii. Dr. Alhaji Yahaya Abdul-Rahman
- iii. Ms. Pamela Seyram Addo

3. RATIFICATION OF APPOINTMENT

To ratify the appointment of Mr. Abdulsalam Alhassan as an Executive Director in charge of Wholesale & Investment Banking.

4. DIRECTORS' REMUNERATION

a. To ratify the payment of excess Directors' Remuneration above budget as set out in the Accounts for the year ended 31st December, 2025.

b. To approve the remuneration of Directors for the financial year 2026.

5. REMUNERATION OF EXTERNAL AUDITORS

To authorize the Board of Directors of the Bank to determine the remuneration of the External Auditors (PwC) for the Financial year ending 31st December, 2026.

6. WAIVER OF REQUISITE NOTICE PERIOD IN RESPECT OF DIVIDEND DECLARATION.

To waive the 21-days' notice period required for the resolution to declare dividend for the year ended 31st December 2025.

7. DIVIDEND DECLARATION

To approve the final dividend payment of GHS1.00 per share for the financial year 2025 as recommended by the Directors and approved by Bank of Ghana.

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

**AMENDED NOTICE DATED THIS 13TH DAY OF APRIL, 2026
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 needs 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 April 15, 2026 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://www.gcbbankagm.com> from 08 April 2026 and may be filled and sent via email to: 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

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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 8th April, 2026.
4. Shareholders who do not receive this token can contact the GCB Bank PLC Share Registry via email on: shareregistry@gcb.com.gh or call **0302 668 712, 0244 338508, 0244 318 079, 0244 358 514** 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.

C. Other Information

1. Annual Report and other information on the Bank's AGM would be available on the Bank's websites, <https://www.gcbbank.com.gh> and <https://www.gcbbankagm.com.gh>
2. For further information contact:
The Registrar
Share Registry
GCB Bank PLC
High Street Accra
Tel: **0302 668 712, 0244 338508, 0244 318 079, 0244 358 514**
Email: shareregistry@gcb.com.gh

D. EXPLANATORY NOTES TO THE RESOLUTIONS

1. Financial Statements of the Company for the year ended December 31, 2025

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 2025 which can be accessed at <https://gcbbank.com.gh> and <https://www.gcbbankagm.com.gh>

Resolution 1

The shareholders by ordinary resolution hereby adopt the Audited Financial Statements together with the reports of the Directors and Auditors thereon for the year ended 31st December 2025

2. Re-Election of Directors Retiring by Rotation

To re-elect Prof. Joshua A. Alabi, Dr. Alhaji Yahaya Abdul-Rahman and Ms. Pamela Seyram Addo who are retiring by rotation.

Pursuant to Sections 325(a) and (d) of the Companies Act one third of the Directors are required to retire from office at each AGM and each retiring Director is eligible for re-election at the said AGM. Accordingly, Prof. Joshua A. Alabi, Dr. Alhaji Yahaya Abdul-Rahman and Ms. Pamela Seyram Addo, who are required to retire by rotation at this AGM and being eligible for re-election have offered themselves for re-election.

Resolution 2(i)

The shareholders by ordinary resolution hereby re-elect Prof. Joshua A. Alabi retiring by rotation as an Independent Non-Executive Director (Board Chairman) of GCB Bank Plc.

Resolution 2(ii)

The shareholders by ordinary resolution hereby re-elect Dr. Alhaji Yahaya Abdul-Rahman retiring by rotation as a

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Non-Executive Director of GCB Bank Plc.

Resolution 2(iii)

The shareholders by ordinary resolution hereby re-elect, Ms. Pamela Seyram Addo retiring by rotation as a Non-Executive Director of GCB Bank Plc.

3. Ratification of Appointment

To ratify the appointment of Mr. Abdulsalam Alhassan as an Executive Director in charge of Wholesale & Investment Banking

Resolution 3

The shareholders by ordinary resolution hereby ratify the appointment of Mr. Abdulsalam Alhassan as an Executive Director (Wholesale & Investment Banking) of GCB Bank Plc.

4. To Approve Directors' Remuneration

a. The fees paid to the Non-Executive Directors during the 2025 Financial Year exceeded the Budget of GHS3.85m by 17.5% due to emergency and additional board, committee and ad hoc committee meetings held. Thus, the approval of shareholders is required to ratify the said amount.

Resolution 4(a)

The Shareholders by ordinary resolution hereby ratify payment of the excess amount of Directors' Remuneration above budget as set out in the Accounts for the year ended 31st December, 2025 to the Non-Executive Directors of GCB Bank.

b. 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.

Resolution 4(b)

The Shareholders by ordinary resolution hereby approve a budget of Twelve Million Ghana Cedis (GHS12,000,000.00) as Directors' Remuneration to Non-Executive Directors of GCB Bank Plc.

5. 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; (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.

Resolution 5

The Shareholders by ordinary resolution resolve that the Board of Directors of GCB Bank PLC be and are hereby authorized to determine the remuneration of the External Auditors (PwC) for the financial year ending 31st December, 2026.

6. Waiver of Requisite Notice Period in Respect of Dividend Declaration

Subject to paragraph 1(d)(i) of the Eighth Schedule of the Companies Act 2019 (Act 992) the shareholders are to agree to a waiver of the required notice period to be given to members of the company in respect of the Resolution to declare dividend.

Resolution 6

The shareholders hereby waive the 21-days' notice period required for the resolution to declare dividend for the year ended 31st December 2025.

7. Dividend Declaration

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.

The Directors have resolved and recommended a final dividend payment of GHS1.00 per share for the financial year 2025 as approved by the Bank of Ghana.

Resolution 7

The shareholders hereby approve the final dividend payment of GHS1.00 per share for the financial year 2025 as recommended by the Directors and approved by Bank of Ghana.