

# GCB Bank PLC



## PROXY FORM

I/We \_\_\_\_\_ being a member of the above-named Company

hereby appoint \_\_\_\_\_ or failing whom, the Chairman of the Meeting as my/our proxy to attend, speak and vote, for me/us on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Friday, **April 17, 2026 at 11.00a.m. at the UPSA Auditorium, Accra and virtually via <https://www.gcbbankagm.com>.**

We direct our proxy to vote on the following resolutions as we have indicated by marking the appropriate box with an 'X'. If no indication is given, our proxy will vote or abstain from voting at his or her discretion and we authorise our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

<b>Ordinary Business as Ordinary Resolutions</b>	<b>FOR</b>	<b>AGAINST</b>
<b>1. Financial Statements of the Company for the year ended December 31, 2025</b>		
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		
<b>2. Re-Election and Appointment of Directors</b>		
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.		
2(ii) The shareholders by ordinary resolution hereby re-elect Dr. Alhaji Yahaya Abdul Rahman retiring by rotation as a Non-Executive Director of GCB Bank Plc.		
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.		
<b>3. Ratification of Appointment</b>		
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.		
<b>4. Remuneration Of Directors</b>		
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 Plc.		
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.		
<b>5. Remuneration of External Auditors</b>		
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.		
<b>6. Waiver of Requisite Notice Period in Respect of Dividend Declaration</b>		
The shareholders hereby waive the 21-days' notice period required for the resolution to declare dividend for the year ended 31 <sup>st</sup> December 2025.		
<b>7. Dividend Declaration</b>		
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.		

DATED THE \_\_\_\_\_ DAY OF \_\_\_\_\_, 2026.

\_\_\_\_\_  
SIGNATURE & NAME

Notes to Proxy Form:

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 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.

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