

Guaranty Trust Bank plc
RC 152321
Plot 635, Akin Adesola Street,
P.O. Box 75455, Victoria Island,
Lagos State, Nigeria.
Tel: 01-4480740-9, 01-2714580-7
www.gtbank.com

Akin Adesola
Branch



7 August, 2020

THE MANAGING DIRECTOR/CEO

Vetiva Capital Management Limited
Plot 266B, Kofo Abayomi Street
Victoria Island
Lagos

Dear Sir,

PROPOSED SCHEME OF ARRANGEMENT BETWEEN GUARANTY TRUST BANK PLC. AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES OF 50 KOBO EACH (THE "SCHEME")

I, Segun Agbaje, the Managing Director of Guaranty Trust Bank Plc. ("GTBank" or the "Bank"), hereby confirm that:

- i. I have considered the terms of the proposed Scheme;
- ii. all material information known to me as the Managing Director of the Bank and which are relevant to shareholders of GTBank in arriving at a decision on the Scheme have been disclosed; and
- iii. I consent to the Scheme being proposed to the shareholders of GTBank and to the mention and inclusion of my name in the form and context in which it will appear in the Scheme Document or any other related document to be issued and filed with the Securities and Exchange Commission, The Nigerian Stock Exchange or any other regulator, in connection with the Scheme.

Yours faithfully,


SEGUN AGBAJE

Managing Director/Chief Executive Officer

BEFORE ME


Sandra O. J. Mbagwu
NOTARY PUBLIC



The Board: O. A. Demuren (Chairman), J. K. Agbaje (Chief Executive Officer), K. A. Adeola, O. M. Agusto, I. Hassan, H. A. Oyiniola, I. L. Akpofure, B. T. Soyoye, V.O. Adefala, A. Odeyemi (Executive), H. Musa (Executive), M. Lawal (Executive), M. Olusanya (Executive), B. Okuntola (Executive)