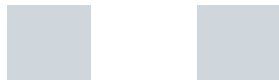




Guaranty Trust Bank plc



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Directors, Officers & Professional Advisers

DIRECTORS

Prof. Mosobalaje O. Oyawoye	-	Chairman
Mr. Olutayo Aderinokun	-	Managing
Mr. Olusegun J. K. Agbaje	-	Deputy Managing
Mr. Tajudeen A. Adeola		
Alhaji Mohammed Jada		
Mr. Victor G. Osibodu		
Mr. Adetokunbo B. Adesanya		
Owelle Gilbert P. O. Chikelu		
Mr. Babajide Ogundare	-	Executive
Mrs. Mosunmola Olusoga	-	Executive
Mrs. Catherine N. Echeozo *	-	Executive
Alhaji Abba M. T. Habib *	-	Executive

COMPANY SECRETARY

Mr. Kolapo Omidire*

REGISTERED OFFICE

Plural House
Plot 1669, Oyin Jolayemi Street,
Victoria Island, Lagos.

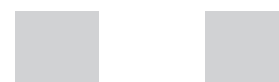
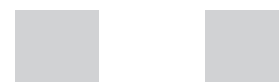
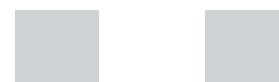
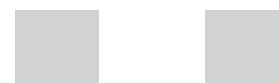
AUDITORS

KPMG Professional Services
22, Gerrard Road,
Ikoyi,
Lagos.

REGISTRAR & TRANSFER OFFICE

United Securities Limited
Niger House (5th Floor)
3/5, Odunlami Street,
Lagos.

* Appointed on 16/03/2005



■ GUARANTY TRUST ■
GUARANTY TRUST BANK PLC
RC 152321



Guaranty Trust Bank plc
RC 152321

MOVING FROM OLD TO NEW

A brand is a bundle of benefits. Its visual illustration usually seeks to capture the intrinsic values of the organisation it represents. For Guaranty Trust Bank plc, the last fifteen years have been the successful phase of our growth, and now, as we move on into the future we do so boldly and with a refreshingly new resolve to change the face and form of the financial services industry for good. Our new brand look is bold, vibrant, and refreshingly optimistic. It encapsulates who we are as a big, flourishing financial services firm and in one clean, clear stroke of the mind, showcases the flexible, uncomplicated ethos of the Bank.

A square is the most equal of shapes; one of the most obvious and most precise forms. And like each aspect of our lives at Guaranty Trust Bank plc, each face of this orange square represents an equal but distinctive feature of our brand world.

An orange is a sphere and not a square. For all of us at Guaranty Trust Bank plc, our sphere of influence is a warm, stimulating space; an alert, caring, constantly evolving ambition to become the best Bank on our home soil and beyond. In essence, the Guaranty Trust Bank brand has become an embodiment of values, a knowledge incubator, an icon of professionalism, integrity and ethics and a leading light out of Nigeria.

Like all great cultures tend to do, we set out on this corporate expedition with the end in mind. One Bank. Several markets. One bold brand. And the more things change, the more we remain the same.

Results at a Glance

	Group 2005 ₦'Million	Group 2004 ₦'Million	Increased/ (Decreased) %	Bank 2005 ₦'Million	Bank 2004 ₦'Million	Increased (Decreased) %
Major Profit and Loss Account Items						
Gross earnings	25,459	18,917	35	23,834	18,053	32
Profit on ordinary activity before tax	7,258	5,173	40	7,004	5,030	39
Profit after tax	5,434	4,126	32	5,330	4,057	31
Dividend paid and proposed	3,700	2,100	76	3,700	2,100	76
Major Balance Sheet Items						
Deposits and other accounts	97,445	75,283	29	95,564	74,223	29
Loans & Advances	65,515	44,031	49	65,035	43,676	49
Total assets	185,151	133,835	38	167,898	119,698	40
Shareholders' funds	33,643	11,754	186	33,468	11,618	188
Earnings per share(kobo)	112k	138k	(19)	110k	135k	(19)
Dividend per share - Interim	25k	25k	0	25k	25k	0
- Final	45k	45k	0	45k	45k	0
Number of employees	1,103	760	45	900	726	36
Net earnings per employee (₦'000)	15,954	17,045	(0.06)	17,897	16,724	(0.7)
Number of branches	-	-		60	39	54

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of GUARANTY TRUST BANK PLC will hold at the **Expo Hall, Eko Hotels and Suites, Victoria Island, Lagos**, on Wednesday, June 29, 2005, at 2:00p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended February 28, 2005 and the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To elect/re-elect Directors.
4. To authorise the Directors to fix the remuneration of the Auditors.
5. To elect/re-elect Members of the Audit Committee.

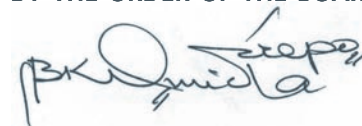
SPECIAL BUSINESS

- A. To consider, and if thought fit, to pass the following resolutions as ordinary resolutions:
 6. "That the Directors' fees for the year ending February 28, 2006 be and is hereby fixed at ₦5,100,000."
- B. To consider, and if thought fit, to pass the following resolutions as special resolutions:
 7. "That the authorised share capital of the Company be and is hereby increased from ₦3,000,000,000 to ₦5,000,000,000 by the creation of additional 4,000,000,000 Ordinary shares of fifty kobo each, ranking *pari passu* in all respect with the existing Ordinary shares of the Company."
 8. "That the Memorandum and Articles of Association of the Company be and is hereby amended by deleting clause 6 of the Memorandum and article 5 of the Articles, and substituting for each of the said clause and article, the following: "The share capital of the Company is ₦5,000,000,000 divided into 10,000,000,000 Ordinary shares of fifty kobo each."
 9. "That the Articles of Association of the Company be and is hereby amended by deleting articles 26 (c) and (e) and renumbering the remaining sub-articles in article 26 *seriatim*."

PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Registrar, United Securities Limited, Niger House, 3-5, Odunlami Street, Lagos, not less than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report.

BY THE ORDER OF THE BOARD



Kolapo Omidire
Company Secretary
Plot 1669, Oyin Jolayemi Street,
Victoria Island, Lagos.

May 31, 2005

NOTES

1. Dividend

If approved, dividend is payable on June 29, 2005, to shareholders whose names are registered in the Register of Members at the close of business on June 7, 2005. Dividend Warrants will be posted on June 29, 2005.

2. Closure of Register

The Register of Members will be closed on June 8, 2005, to enable the Registrar prepare for the payment of dividend.

3. Audit Committee

In accordance with Section 359 (5) of the Companies and Allied Matters Act, 1990, any shareholder may nominate a shareholder for appointment to the Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least 21 days before the Annual General Meeting.

Chairman's Statement

Economic Overview of 2004 & Outlook for 2005

Ladies and gentlemen,

I hereby present to you my annual economic review of our operating environment and a summary of your Bank's performance for the financial year ended February 28, 2005.

Operating Environment

The 2004/2005 financial period for Guaranty Trust Bank plc was a season of social, fiscal and monetary reforms marked by several interesting developments. GDP growth in 2004 was 5.5% while inflation, money supply and public sector borrowing targets set by Government's 2004 fiscal plan were all met. The concept of private – public sector partnerships also received a boost during 2004 as Government continued to engage the Business Community constructively on several fronts.

A new Governor for the Central Bank of Nigeria (CBN), Professor Charles Soludo, was appointed in June 2004. His appointment ushered in a new wave of reforms targeted at the financial services sector. In July, the apex bank raised the minimum capital requirements for banks from ₦2 billion to ₦25 billion with a



PROFESSOR MOSOBALAJE O. OYAWOYE
Chairman

December 2005 deadline for compliance by the country's 89 banks. The minimum rediscount rate (MRR) remained at 15% throughout 2004 and was only reduced by 200 basis points to 13% in February 2005.

For most of 2004, inflation hovered between 15% and 19% as against the 11.2% average for 2003. A modest increase in the pump price of petrol in May 2004 and a further 25% hike in September may have been partly responsible for the higher inflation indices. The perennial communal clashes in the Niger Delta region and ethno-religious and political disturbances in Plateau and Anambra states appeared to have also contributed to investor apathy in the country.

Significant signs of growth were however observed, especially in the manufacturing and non-oil sectors of the economy. Government's economic reform blueprint, the National Economic Empowerment Development Strategy (NEEDS), was launched in 2004. Under NEEDS by 2007, the country is expected to attain a growth in real GDP of 7%, provision of two million new jobs, control inflation to single digits, enhance the

Chairman's Statement cont'd

manufacturing capacity utilization, and raise export earnings from agriculture to US\$3 billion.

The banking sub sector of the equities market recorded the best sectoral performance during the year. The domestic economy benefited from the country's rising profile internationally as foreign portfolio investments made into the Nigerian capital market through the Nigerian Stock Exchange during the year was ₦7.5 billion compared with an estimated ₦1 billion in 2003. Total volume and value of the equities traded in 2004 were 19.8 billion shares and ₦230.4 billion, respectively. The corresponding figures for 2003 were 13.2 billion shares and ₦117.4 billion, respectively.

On June 18, 2004, the market capitalization of the Exchange attained an all-time high of ₦2.198 trillion with the NSE all-share index also peaking at 30,703.46 points the same day. The index however dropped in the second half of the year, closing the year at 23,844.45 as against its 2003 year end position of 20,128.94. Even as the NSE market index reflects the difficult economic environment for companies in 2004, it is heartening to know that in US\$ terms, it's 22% growth outperformed several other world market indices. The Nigerian stock market in 2004 therefore outperformed the American, British, French, German, Japanese, Indian and Spanish markets.

Despite a 1% decline from 2003 (\$9.7bn) in the volume of foreign exchange traded on IFEM in 2004 (\$9.8bn), the exchange rates remained stable. The Naira appreciated by 3.1%, though against a declining benchmark US\$. The local currency closed 2004 at ₦132.85 / US\$ compared to ₦137/US\$ in December 2003. Rising oil prices throughout the year enabled strong foreign exchange inflows, leading to a 2004 year-end foreign exchange reserve level of US\$16.9 billion for the country.

Increased importation of manufactured goods led to a modest budget deficit of 2% of gross domestic production. Nigeria's Bonny Light crude oil export averaged \$40 per barrel for most of 2004 as against the \$25 budget basis for the year's budget. Budget surpluses in oil revenue for the year thus hit ₦609 billion by December 2004.

This macroeconomic performance underscores recent comments by the African Development Bank (ADB) to the effect that,

"sustained improvements in the management of economies, together with structural reforms, are helping to create the required conditions for the emergence of more robust private sectors." According to the bank, both private savings and investment rates on the continent, after an extended period of stagnation, are beginning to pick up.

Estimations of real GDP growth in Africa during 2004 range from 3.9% (United Nations), 4.3% (African Development Bank) and 4.5% (International Monetary Fund).

Financial Results

The Bank's financial results for the 2004/2005 period show growth in practically all performance indices. More importantly, our latest financials showcase our Bank as one of the healthiest institutions in the country.

Profit before taxation was ₦7 billion, representing a 37% increase over the figures reported for the previous period. Despite a downward review of lending rates in the course of the year, the Bank succeeded in efficiently managing its cost of funds which resulted in a 39% growth in the Net Interest Margin from ₦5.4 billion to ₦7.5 billion for the year under review.

Gross Earnings grew by 33% over the figure reported for the previous year to ₦24 billion, while profits on ordinary business activities grew by 40%, to ₦7 billion. The increase in operating expenses is however due to escalating cost of operations and the opening of over 20 new branches, which were added to our nationwide branch network during the last financial year. These new branches have started contributing to our revenue streams and have also become valuable members of their host communities.

In September 2004 after the Securities and Exchange Commission (SEC) had released the results of our public offer, we had made some forecasts about our short-term financial performance. Management of your Bank had projected total assets of ₦153 billion and ₦186 billion for the 2005/2006 and 2006/2007 financial periods respectively, and profit before tax of ₦5.9 billion and ₦6.7 billion for the 2005/2006 and 2006/2007 financial periods, respectively.

Chairman's Statement cont'd

It is heart warming to note that we have met and surpassed these projections as total assets and profit before tax as at the end of the 2004/2005 financial period stood at ₦168 billion and ₦7 billion, respectively. With an outstanding performance like this, it is clear that your Bank is poised for a bigger, brighter and better future.

Dividend

In September 2004, the Board of Directors approved the payment of ₦1 billion as interim dividend at the rate of 25 kobo per share. This was 33% more than the interim dividend declared at the end of the previous half-year. Payment was made in October 2004.

It is important to note that despite escalating cost of operations and a shareholder base which has more than trebled since the very successful 2004 public share offer, the Bank maintains a progressive dividend policy. The Board is therefore pleased to recommend an additional ₦2.6 billion to be applied in paying final dividend at the rate of 45 kobo per share, thereby bringing total dividend for the 2005 financial year to ₦3.6 billion gross, or 70 kobo per share. A total dividend of ₦2.1 billion was paid out at the end of the previous financial year.

Historic 2004 Public Offer

The Securities and Exchange Commission notes that our ₦10.6 billion public offer (PO) in 2004, saw investors ploughing in slightly over ₦23 billion into the Bank, indicating a 211% subscription to the offer. Thanks to our highly innovative and widespread marketing approach, the exercise would be remembered as one of the most professional and successful public issues ever recorded in the annals of the Nigerian capital market. Investors in the Bank's Initial Public Offer (IPO) in 2001 have had close to 500% returns on their investment since then.

Increased Capital Base

The cumulative effect of this outstanding market and financial performance is a capital base well in excess of the ₦25 billion minimum capital prescription for banks by the Central Bank of Nigeria. Guaranty Trust Bank's capital base currently stands at ₦31 billion, representing a 160% growth from the previous financial period.

Corporate Social Responsibility

The Bank maintains very healthy relationships with its host communities, educational institutions, charities and non governmental organisations all over the country. A substantial share of the Bank's profits go towards supporting these bodies and other numerous causes.

Subsidiaries

Our subsidiaries and associate companies continue to contribute significantly to the value of our franchise. The latest member of the Guaranty Trust Group, Guaranty Trust Assurance Limited, effected a name change from Heritage Assurance Limited, to reflect its new status during the year. This subsidiary has already begun to redefine the insurance landscape of the financial services industry.

Our other local subsidiary, Asset and Resource Management Company Limited, engaged in funds and portfolio management services, continues to lead in its niche market segment.

Our two offshore subsidiaries, Guaranty Trust Bank (Gambia) Limited and Guaranty Trust Bank (Sierra Leone) Limited, are adding value to their various host communities and ended their second financial year of operations in 2004 with commendable results.

I am pleased to report that the Bank recently secured approvals from both the Central Banks of Nigeria and Ghana to open another offshore subsidiary in Accra, the Ghanaian capital. The proposed Guaranty Trust Bank (Ghana) Limited is scheduled to commence operations before the end the 2005/ 2006 financial year.

Board of Directors

At the 14th Annual General Meeting in May 2004, I informed our stakeholders of the resignation of our erstwhile Company Secretary, Mr Kolapo Omidire. After a brief sojourn in academia, I am pleased to announce his return to our fold as Company Secretary.

The Board nominated two members of the Bank's management team as executive directors at the Board meeting held on

Chairman's Statement cont'd

March 16, 2005. I hereby introduce the two new directors: Mrs. Cathy Echeozo, Head of our Corporate Banking Group and Alhaji Abba Habib, who heads the Bank's north eastern division. Both directors are tried and tested hands and bring on board a combined wealth of well over 25 years of experience.

I welcome these distinguished individuals to the Board and use this opportunity to extend my most sincere gratitude to my other colleagues on the Board, both executive and non-executive for their unalloyed support and unvarying interest in the affairs of our Bank.

Staff

Your Bank currently employs about 990 people. Thanks to our personnel development and forward looking policies we are able to ensure that a job at Guaranty Trust Bank remains highly fulfilling. We continue to invest in the development of the human mind and this is what also continues to set us apart - as corporate innovators - within and beyond the financial services industry.

Future Outlook

The National Assembly approved a 2005 fiscal budget of ₦1.79 trillion in March 2005. The earnings and expenditure profile of the budget is based on a crude oil price of \$30 per barrel. This year's budget focuses on building physical and social infrastructure and aims to continue with the fiscal pattern of saving excess oil revenue.

Oil prices have, so far, been above the \$40 per barrel mark this year. The IMF predicts two years of high prices driven by increasing demand from China and the USA, and possible disruption to Nigerian and Middle East supplies. China and the USA are expected to continue to be the key engines of global growth in 2005. As Prime Minister Tony Blair's Commission for Africa unfolds its agenda for the continent during the European Union Summit later this year, Africa and the rest of the developing world can hope for a reappraisal of their debt portfolios and concessions from their trading partners.

At home, the ongoing consolidation in the financial services sector continues to place enormous responsibility on the stock

market. The government's plan to audit the oil sector may attenuate inefficiencies in the sector preparatory to the privatization of refineries and petrochemical plants, and other state assets in the downstream. With the power sector reform bill now enacted into law, the stage is set for the unbundling and privatization of NEPA and the entry of competition into the sector. This is expected to impact positively on the fortunes of the oil & gas, telecommunications, manufacturing and financial services sectors.

The Federal Government plans to harmonise tariffs by mid-2005 with the tariff regime of the Economic Community of West African States (ECOWAS), which consists of four bands: 0% for necessities; 5% for primary products; 15% for intermediate goods; and 30% for finished goods. As West African states begin to work towards achieving regional economic integration, your Bank's strategic foresight of expanding into the sub-region will position the Guaranty Trust Bank Group well ahead of other industry players.

Twenty-three sub-Saharan countries, including Nigeria, have joined the African Peer Review Mechanism of the African Union. Even as Transparency International ranks Nigeria the third most corrupt nation in its latest corruption index, the business climate in the country should get better this year as efforts to curb corruption become more obvious. Increased transparency in political and business matters is therefore expected to attract more investment from domestic, foreign and Nigerian investors in the diaspora.

Nigeria remains one of the most fertile economies in the developing world and your Bank's continued ethical stance and vision will certainly carve a place for us in history.

May the good Lord continue to reward our efforts with success.

Thank You.



Professor Mosobalaje O. Oyawoye OON
Chairman

Managing Director's Report



TAYO ADERINOKUN MFR
Managing Director

MANAGING CHANGE

The 2004 / 2005 financial year will be remembered by industry watchers and members of the Guaranty Trust family alike for the stream of achievements recorded by your Bank during the period. I am pleased to say, once again, that this institution continues to experience growth even against the background of a very demanding business environment. The financial year ended February 28, 2005 will certainly be viewed as a challenging era in the annals of the Bank.

As your chief customer service officer, my role continues to be a fulfilling one. I acknowledge the exemplary dedication to duty and team spirit exhibited by my colleagues, staff and management of the Bank. Also, the Board's involvement in our affairs continues to be instrumental to our growth as a provider of excellent financial services and I must thank the distinguished members most sincerely for their contributions towards the continued success of the Bank.

Since my last report, our operations have experienced significant growth in several areas. We began the financial year in March 2004 with a new corporate structure, a renewed focus on growing our business in line with our strategic goals and a refreshing new resolve towards meeting and surpassing the needs of all our stakeholders.

From about 40 locations at the end of the previous financial period in February 2004, our nationwide network is now over 60 branches strong and should be in excess of 100 branches by the end of the 2005 / 2006 financial year. Our subsidiaries in The Gambia and Sierra Leone, now in their third year of operations, continue to enhance our profile overseas.

We have also recently secured approvals from both the Central Banks of Nigeria and Ghana to open another offshore subsidiary in Accra, the Ghanaian capital. The proposed Guaranty Trust Bank (Ghana) Limited is scheduled to commence operations before the end of the 2005 / 2006 financial year.

Managing Director's Report cont'd

At the 14th Annual General Meeting of the Bank in May 2004, shareholders gave their approval for the management of the Bank to raise more funds by way of a Public Offer (PO); and one billion ordinary shares of 50 kobo each at ₦10.60 per share was thus proposed for sale to the investing public. Our initial intention was therefore to raise ₦10.6 billion. The public share offer was however a hugely successful exercise as investors ploughed in slightly over ₦23 billion into the Bank, indicating a 211% subscription to the offer. Thanks to this overwhelming response to our issue, we were able to absorb an extra one billion shares and the cumulative two billion ordinary shares raised from the offer have been listed on the Nigeria Stock Exchange and have in no small measure helped to boost the profile and depth of the Nigerian capital market.

I must emphasize the point that throughout the months before, during and after our historic 2004 public offer, your Bank's activities continued to showcase us as market leaders of our time.

In June 2004, we retained our top industry triple A (Aaa) rating according to Agosto & Co., the leading Nigerian bank rating agency. That same month, we secured a second \$20 million facility from the International Finance Corporation (IFC), the private sector arm of the World Bank.

Much later in the year, we received a \$25 million facility from the Netherlands Development Finance Company (FMO). We had previously been granted and had fully repaid a \$10 million facility from the FMO. Thanks to our highly credible status, our ties with international financial institutions like the FMO and IFC continue to get stronger. These relationships have correspondingly increased our ability to support our customers with complex and robust trade finance offerings.

In October 2004, we began merger talks with Inland Bank plc. This plan was however suspended in January 2005 due to the inability of both organisations to agree on an appropriate valuation for the consolidation.

In November, your Bank was the lead arranger for a \$200 million medium term facility for MTN Nigeria Communications Limited. This was a landmark deal, which involved 15 local and foreign banks and showcased our extensive industry clout and highly liquid position. Shortly before this successful transaction, Cranfield University School of Management, Cranfield, Bedfordshire, United Kingdom published a case study on the Bank, profiling our corporate behavior as a leading brand in Africa.

In February 2005, we clinched the ThisDay "Bank of the Year" award for our excellent corporate and operational performance during 2004. As always, we continue to improve on our exquisite customer service culture and this recognition and other achievements are certainly signs of greater days ahead.

Our financial performance for this fiscal period also lends credence to our continued claim to excellence. We recorded gross earnings of ₦24 billion, representing a 33% increase from the ₦18 billion recorded at the end of the previous financial period. Profit Before Tax increased by 37% from ₦5.1 billion to ₦7 billion while our total Balance Sheet, including contingents, grew significantly from about ₦143 billion to well over ₦212 billion at the end of our financial year.

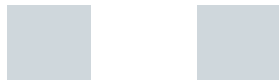
This result clearly shows the growing strength of the Guaranty Trust brand and points to the fact that, with your continued support, we will continue to innovate, lead and help to transform the financial services industry in the foreseeable future.



Tayo Aderinokun MFR
Managing Director/Chief Executive



Guaranty Trust Bank plc



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Directors' Report FOR THE YEAR ENDED FEBRUARY 28, 2005

The Directors have pleasure in presenting their annual report on the affairs of Guaranty Trust Bank Plc ("the Bank") and subsidiaries ("the Group"), together with the Group audited financial statements and the auditors' report for the year ended 28 February 2005.

Legal form and principal activity:

The Bank was incorporated as a private limited liability company on 20 July 1990. It obtained a licence to operate as a commercial bank on 1 August 1990, and commenced business on 11 February 1991. It became a public limited company on 2 April 1996, and its shares were listed on the Nigerian Stock Exchange on 9 September 1996. The Bank was issued a universal banking licence by the Central Bank of Nigeria on 5 February 2001.

The Bank's principal activity continues to be the provision of commercial banking services to its customers. Such services include retail banking, granting of loans and advances, equipment leasing, corporate finance, money market activities and allied services, as well as foreign exchange operations. One of the Bank's non-bank subsidiaries, Asset and Resource Management Limited is engaged in funds and portfolio management services, while the other, Guaranty Trust Assurance Limited, provides insurance services.

The Bank has two overseas subsidiaries namely Guaranty Trust Bank (Gambia) Limited and Guaranty Trust Bank (Sierra Leone) Limited. The financial results of all subsidiaries have been consolidated in these financial statements. The Bank has obtained approvals from Central Banks of Nigeria and Ghana for the establishment of an overseas subsidiary in Ghana. This subsidiary is expected to commence business in September 2005.

Operating results:

Highlights of the Group's operating results for the year under review are as follows:

	<u>2005</u> N'000	<u>2004</u> N'000
Profit attributable to group shareholders	5,361,568	4,078,317
Transfer to statutory reserve	799,619	953,584
Transfer to bonus shares reserve	-	500,000
Dividend (paid and proposed)	3,700,000	2,100,000
Transfer to small scale industries reserve	700,424	502,973
Shareholders' funds	33,643,184	11,754,406
Earnings per share - (Basic)	112k	138k
- (adjusted)	112k	103k
Dividend per share - Interim	25k	25k
- Final	45k	45k

Dividends:

The Board authorised the payment of ₦1,000,000,000 (25 kobo per share) as interim dividend in the course of the year, and now recommends for the approval of the shareholders the payment of a final dividend of ₦2,700,000,000 (45kobo per share), together totalling ₦3,700,000,000. The dividends are subject to deduction of withholding tax.

Directors' Report FOR THE YEAR ENDED FEBRUARY 28, 2005

Directors and their interests:

The Directors who held office during the year, together with their direct and indirect interests in the shares of the Bank, were as follows:

		Number of Ordinary Shares of 50 kobo held as at <u>28/02/05</u>	Number of Ordinary Shares of 50 kobo held as at <u>29/02/04</u>
Professor M.O. Oyawoye -	Chairman	65,205,642	49,254,232
Mr. O.A. Aderinokun -	Managing Director	188,548,494	134,718,750
Mr. J.K.O. Agbaje -	Deputy Managing Director	9,176,076	5,008,124
Mr. T.A. Adeola		181,735,369	136,301,527
Mr. A.B. Adesanya		64,185,000	50,388,750
Owelle G.P. Chikelu		55,631,947	30,000,000
Alhaji M.K. Jada		27,397,214	18,632,340
Mr. V.G. Osibodu		127,687,050	100,875,000
Mrs. Mosun Olusoga -	Executive Director	5,606,907	3,639,000
Mr. Jide Ogundare -	Executive Director	2,647,463	714,000

Analysis of Shareholding

The analysis of the distribution of the shares of the Bank at the date of the Notice of the Annual General Meeting is as follows:

Share Range	No. of Shareholders	% of Shareholders	No. of Holdings	% Shareholders
1 - 1,000	119,925	44.2457	88,052,546	1.4675
1001 - 5,000	93,535	34.5093	268,663,829	4.4777
5,001 - 10,000	25,815	9.5243	224,031,961	3.7339
10,001 - 50,000	23,589	8.7030	594,797,409	9.9133
50,001 - 100,000	4,221	1.5573	350,082,385	5.8347
100,001 - 500,000	3001	1.1072	683,914,463	11.3986
500,001 - 1,000,000	526	0.1941	407,377,580	6.7896
1,000,001 - 5,000,000,000	431	0.1590	3,383,079,827	56.3847
TOTAL:	271,043	100.0000	6,000,000,000	100.0000

Fixed assets:

Information relating to changes in fixed assets is given in Note 7 to the financial statements.

Donations and charitable gifts:

In order to identify with the aspirations of the community and the environment within which the Group operates, a total sum of ₦27,347,285 (2004: ₦6,704,817) was given out as donations and charitable contributions during the financial year. These comprise contributions to charitable organisations amounting to ₦750,000 (2004: ₦835,000) and donations amounting to ₦26,597,285 (2004: ₦5,869,817) to other non-political organisations. Details of such donations and charitable contributions are as follows:

	₦'000
Corona International School	20
Massey Children Hospital	1,136
Cross Rivers State Government	340

Directors' Report FOR THE YEAR ENDED FEBRUARY 28, 2005

Delta State Sports Council	300
St Georges Boys and Girls School Ikoyi	18,714
Bible Society of Nigeria	200
University of Lagos	110
NEPA - 8 th Golf Tournament	350
Music Society of Nigeria (Muson) Music School	2,500
Nigerian Society for the Blind	100
University of Nigeria Nsukka	100
Spinal Cord Injuries Association of Nigeria	200
Ogun State Government, Economic & Investment Summit	2,017
St Paul secondary School	10
University of Ibadan	1,000
Sponsor A Child - Education of Orphaned and Abandoned Children	250
	27,347

Employment of Disabled Persons:

The Group operates a non-discriminatory policy in the consideration of applications for employment, including those received from disabled persons. The Group's policy is that the most qualified and experienced persons are recruited for appropriate job levels irrespective of an applicant's state of origin, ethnicity, religion or physical condition.

In the event of any employee becoming disabled in the course of employment, the Group is in a position to arrange appropriate training to ensure the continuous employment of such a person without subjecting him/her to any disadvantage in his/her career development. Currently, the Group has four persons on its staff list with a physical disability.

Health, Safety and Welfare of Employees:

The Group maintains business premises designed with a view to guaranteeing the safety and healthy living conditions of its employees and customers alike. Employees are adequately insured against occupational and other hazards. In addition, the Group provides medical facilities to its employees and their immediate families at its expense.

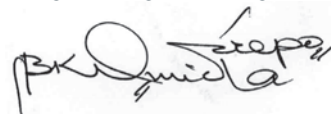
Employee Involvement and Training:

The Group encourages participation of employees in arriving at decisions in respect of matters affecting their well being. Towards this end, the Group provides opportunities where employees deliberate on issues affecting the Group and employee interests, with a view to making inputs to decisions thereon. The Group places a high premium on the development of its manpower. Consequently, the Group sponsored its employees for various training courses both locally and overseas in the year under review.

Auditors:

KPMG Professional Services have indicated their willingness to continue in office in accordance with section 357(2) of the Companies and Allied Matters Act 1990.

BY ORDER OF THE BOARD



KOLAPO OMIDIRE
 Company Secretary
 Plot 1669, Oyin Jolayemi Street
 Victoria Island
 27 June 2005.
 Lagos.

Report of the Audit Committee TO THE MEMBERS OF GUARANTY TRUST BANK PLC

To the members of **Guaranty Trust Bank Plc**

In accordance with the provisions of Section 359 (6) of the Companies and Allied Matters Act 1990, the members of the Audit Committee of Guaranty Trust Bank Plc hereby report as follows:

- “ We have exercised our statutory functions under Section 359 (6) of the Companies and Allied Matters Act, 1990 and acknowledge the co-operation of management and staff in the conduct of these responsibilities.
- “ We are of the opinion that the accounting and reporting policies of the Bank and Group are in accordance with legal requirements and agreed ethical practices and that the scope and planning of both the external and internal audits for the year ended 28 February 2005 were satisfactory and reinforce the Group’s internal control systems.
- “ We have complied with the provisions of Central Bank of Nigeria circular BSD/1/2004 dated 18 February 2004 on “Disclosure of insider related credits in the financial statements of banks”, and hereby confirm that an aggregate amount of ₦762,584,000 was outstanding as at 28 February 2005 all of which are performing.
- “ We have deliberated with the external auditors, who have confirmed that necessary cooperation was received from management in the course of their statutory audit.



Mr. Y.A. Oyeleke
Chairman, Audit Committee

15 March, 2005

Members of the Audit Committee are:

1. Mr. Y.A. Oyeleke - Chairman
2. Mr. A.B. Adesanya
3. Owelle G.P.O Chikelu
4. Alhaji M.K. Jada
5. Mr. M.F. Lawal
6. Alhaji M.A.Usman

In attendance:

Mr. George Uwakwe - Secretary

Statement of Directors' Responsibilities in Relation to the Financial Statements

FOR THE YEAR ENDED FEBRUARY 28, 2005

In accordance with the provisions of Sections 334 and 335 of the Companies and Allied Matters Act 1990, and Sections 24 and 28 of the Banks and Other Financial Institutions Act 1991, the Directors are responsible for the preparation of annual financial statements which give a true and fair view of the state of affairs of the Group and Bank and the profit for the financial year.

The responsibilities include ensuring that:

- (a) appropriate internal controls are established both to safeguard the assets of the Group and Bank and to prevent and detect fraud and other irregularities.
- (b) the Group and the Bank keep accounting records which disclose with reasonable accuracy the financial position

of the Group and Bank and which ensure that the financial statements comply with the requirements of the Companies and Allied Matters Act, 1990 and Banks and Other Financial Institutions Act 1991.

- (c) the Group and the Bank have used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all applicable accounting standards have been followed.
- (d) the financial statements are prepared on a going concern basis unless it is presumed that the Bank will not continue in business.

Auditors' Report



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To the Members of **Guaranty Trust Bank PLC:**

We have audited the balance sheet of **Guaranty Trust Bank Plc** ("the Bank") and its subsidiary companies ("the Group") as at 28 February 2005 and the related profit and loss account and statement of cash flows for the year then ended set out on pages 5 to 36, which have been prepared under the historical cost convention and on the basis of the accounting policies set out on pages 1 to 4 and dated 27 June 2005.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities in relation to the financial statements, the Directors are responsible for the preparation of the financial statements. It is our responsibility to express an independent opinion, based on our audit, on the financial statements prepared by the Directors.

Basis of opinion

We conducted our audit in accordance with international standards on auditing. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary, including adequate returns from branches not visited by us, in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements, and assessed whether the Group's books of account had been properly kept.

In accordance with CBN circular BSD/1/2004, details of insider related credits are set out in Note 28 to the financial statements.

Banks and Other Financial Institutions Act, 1991

Based on our audit and representations received, to the best of our knowledge and belief, the Bank only contravened the provision of Section 20 (2) (f) of the Banks and Other Financial Institutions Act, 1991. This contravention, which has been disclosed in Note 30, has been reported to the Central Bank of Nigeria and the assessed penalty paid.

Opinion

In our opinion,

- i. the Group's books of account have been properly kept;
- ii. the financial statements referred to above dated 27 June 2005, which are in agreement with the books of account, give a true and fair view of the state of affairs of the Bank and the Group as at 28 February 2005 and of their profit and statements of cash flow for the year then ended, and comply with the Banks and Other Financial Institutions Act, 1991, relevant Statements of Accounting Standards in Nigeria, relevant Central Bank of Nigeria circulars and the Companies and Allied Matters Act, 1990.

Re-issued Financial Statements

As more fully explained in Note 31, these financial statements replace the previously issued financial statements dated 16 March, 2005. The financial statements have been revised to reflect the subsequent approval by the Central Bank of Nigeria dated 20 June, 2005 for the full capitalisation of the proceeds from the Bank's public offer as against the approval for only partial capitalisation which had hitherto been granted.



27 June 2005

Statement of Accounting Policies FOR THE YEAR ENDED FEBRUARY 28, 2005

A summary of the principal accounting policies, applied consistently throughout the current and preceding years, is set out below:

(a) **Basis of Accounting**

The financial statements are prepared under the historical cost convention.

(b) **Basis of Consolidation**

The Group financial statements consolidate the financial statements of Guaranty Trust Bank Plc and its subsidiaries wherein there is majority shareholding and/or control of the board of directors and management. The consolidated subsidiaries are Asset and Resources Management Company Limited, Guaranty Trust Assurance Company Limited, Guaranty Trust Bank (Gambia) Limited and Guaranty Trust Bank (Sierra Leone) Limited.

In the Bank's books, investment in subsidiary companies is stated at cost. Provision is made for any permanent diminution in the value of the investment.

(c) **Goodwill on consolidation**

Goodwill represents the excess of the purchase consideration over the fair value of the Group's share of the separable net assets of subsidiaries acquired.

Goodwill arising on consolidation of subsidiaries are amortised over a five-year period on a straight line basis in line with the provision of the Companies and Allied Matters Act 1990.

(d) **Cash and short term funds**

Cash and short term funds comprise cash balances on hand, cash deposited with central bank, cash deposited with other banks (local and foreign) other than Central bank and placements with local banks secured with treasury bills under open buy back agreement.

(e) **Investments**

Short-term investments are stated at face value. Unearned income is deferred and amortised as earned.

Long-term investments are stated at cost. Provisions are made for permanent diminution in the value of such investments.

(f) **Loans and Advances**

Loans and advances are stated net of provisions for bad and doubtful loans. Provisions are determined in accordance with the Central Bank of Nigeria's Prudential Guidelines from a specific assessment of each customer's account. A general provision of 1% is made on all loans and advances not specifically provided for.

Bad loans are written-off when the extent of the loss has been determined. Recoveries are written back to profit and loss account on a cash basis.

(g) **Advances under Finance Leases**

Advances to customers under finance leases are stated net of unearned income. Lease finance income is recognised in a manner, which provides a constant yield on the outstanding net investment over the lease period.

(h) **Equipment on Lease**

Equipment on lease to customers is stated at cost less accumulated depreciation. Depreciation is provided on an appropriate basis to write-off the related asset cost over the period of the lease, and is included in operating expenses. Rental income from equipment on lease to customers is credited to lease income on a consistent basis over the lease term.

(i) **Fixed Assets**

Fixed assets are shown at cost less accumulated depreciation. Depreciation is provided on a straight-line basis to write-off the cost of assets over their expected useful lives as follows:

Leasehold Improvement,	
Land and Buildings	- Over the lease period
Machinery and Equipment	- 20%
Computer Hardware	- 33 $\frac{1}{3}$ %
Computer Software	- 20%
Furniture and Fittings	- 20%
Motor Vehicles	- 25%

Gains or losses on disposal of fixed assets are included in the profit and loss account.

(j) **Taxation**

Income tax payable is provided on taxable profits at the current rate.

Deferred taxation, which arises from timing differences in the recognition of items for accounting and tax purposes, is calculated using the liability method. Deferred taxation is provided fully on timing differences, which are expected to reverse at the rate of tax likely to be in force at the time of reversal.

(k) **Income Recognition**

Credits to the profit and loss account are recognised as follows:

* Interest – recognised on an accrual basis except for interest on non-performing credit facilities, which is recognised on a cash basis.

Statement of Accounting Policies CONT'D

- * Non-credit-related fees – recognised when the successful outcome of the assignment can be determined and the assignment is considered substantially completed.
 - * Credit-related fees – spread systematically over the tenor of the credit facility where they constitute at least 10% of the projected average annual yield of the facility, otherwise credited to the profit and loss account at the time of occurrence.
 - * Commissions and fees charged to customers for services rendered - recognised at the time the service or transaction is effected.
 - * Investment income – recognised on an accrual basis and credited to the profit and loss account.
- (l) **Foreign Currency Items**
Transactions denominated in foreign currencies are translated into Naira at the rates of exchange ruling at the date of the transaction (or, where appropriate, the rate of exchange in related forward exchange contracts). Monetary assets and liabilities denominated in foreign currencies are reported at the rates of exchange prevailing at the balance sheet date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included in the profit and loss account.
- (m) **Retirements Benefits**
Pension Costs
The Group operates a defined contribution pension scheme which is managed by external trustees. Employees are entitled to join the scheme on confirmation of their employment. Employee and Bank contributions are 7.5% and 10% of the employee's annual basic salary, respectively.
- Gratuity Scheme**
The Bank also operates a non-contributory, funded lump sum defined benefit gratuity scheme. Employees are entitled to join the scheme after completing 10 full years of service. Employee's terminal benefits are calculated based on number of service years, limited to a maximum of 10 years.
- (n) **Off Balance sheet transactions**
Transactions to which there are no direct balance sheet risks to the Bank are reported and accounted for as off balance sheet transactions and comprised of:

Acceptances:

Acceptances are undertakings by the Bank to pay bills of exchange drawn on customers. The Bank expects most acceptances to be settled simultaneously with the reimbursement from customers.

Acceptances, which meet the conditions, set out in Central bank of Nigeria (CBN) Guidelines on the treatment of Bankers Acceptances and commercial papers are accounted for and disclosed as contingent liabilities. The income and expense relating to these acceptances are recognised and reported net in the financial statements.

Guarantees and performance bonds:

The Bank provides financial guarantees and bonds to third parties on the request of customers in form of bid and performance bonds or advance payment guarantees. These agreements have fixed limits and generally do not extend beyond the period of stated in each contract.

The amounts reflected in the financial statements for bonds and guarantees represent the maximum accounting loss that would be recognised at the balance sheet date if counterparties failed completely to perform as contracted. Commissions and fees charged to customers for services rendered in respect of bonds and guarantees are recognized at the time the services or transaction is effected.

Commitments:

Commitments to extend credit or deliver on sales or purchases of foreign exchange in future are recognized as off balance sheet engagements. Commissions and fees charged to customers for services rendered in respect of commitments are recognized at the time the services or transaction is effected.

(o) **Repurchase agreements**

The Bank enters into purchases (sales) of securities under agreements to resell (repurchase) substantially identical securities at a certain date in the future at a fixed price. Securities purchased subject to commitments to resell them at future dates are accounted for as repurchase transactions.

Securities sold under repurchase agreements continue to be recognised in the balance sheet and the proceeds from the sale of the securities are reported as liabilities to either banks or customers. The difference between the sale and repurchase considerations is recognised on an accrual basis over the period of the transaction.

Balance Sheets AS AT FEBRUARY 28, 2005

	NOTES	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
ASSETS:					
Cash and short-term funds	1	47,471,360	31,999,263	46,293,166	30,861,568
Investments	2	47,718,917	36,856,775	32,333,424	24,114,796
Loans and advances	3	65,515,276	44,031,308	65,035,248	43,675,606
Advances under finance leases	4	920	5,682	920	5,682
Other assets	5	16,161,832	15,224,341	16,593,043	15,788,347
Equipment on lease	6	241,967	1,229,433	241,967	1,229,433
Fixed assets	7	7,940,279	4,387,262	7,399,936	4,022,808
Goodwill on consolidation	8	100,692	101,051	-	-
TOTAL ASSETS		185,151,243	133,835,115	167,897,704	119,698,240
LIABILITIES:					
Deposits and other accounts	9	97,444,855	75,282,897	95,563,587	74,222,497
Other liabilities	10	41,244,210	39,720,855	26,565,121	27,122,442
Taxation payable	11	2,063,482	1,393,602	1,875,551	1,290,937
Dividend payable	12	2,700,000	1,350,000	2,700,000	1,350,000
Deferred taxation	13	815,621	568,582	815,621	568,582
Long-term borrowings	14	6,909,788	3,525,804	6,909,788	3,525,804
TOTAL LIABILITIES		151,177,956	121,841,740	134,429,668	108,080,262
NET ASSETS		33,973,287	11,993,375	33,468,036	11,617,978
CAPITAL AND RESERVES:					
Share capital	15	3,000,000	1,500,000	3,000,000	1,500,000
Share premium	16	21,391,928	2,172,666	21,391,928	2,172,666
Other reserves	17	9,251,256	8,081,740	9,076,108	7,945,312
SHAREHOLDERS' FUNDS:		33,643,184	11,754,406	33,468,036	11,617,978
Minority interest		330,103	238,969	-	-
		33,973,287	11,993,375	33,468,036	11,617,978
Acceptances, guarantees and other obligations for the account of customers (and the customers' liability thereon)	18	46,566,282	24,474,829	46,231,831	24,375,155

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:


TAYO ADERINOKUN


SEGUN AGBAJE Directors

Approved by the Board of Directors on June 27, 2005.

The accompanying notes form an integral part of these Balance Sheets.

Profit and Loss Accounts FOR THE YEAR ENDED FEBRUARY 28, 2005

	NOTES	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
GROSS EARNINGS		25,458,623	18,917,299	23,833,771	18,053,377
INTEREST AND DISCOUNT INCOME	19	15,487,889	11,411,846	15,261,384	11,288,961
Lease finance income		634	14,969	634	14,969
Interest expense	20	(6,712,599)	(5,152,908)	(6,638,628)	(5,123,427)
INTEREST MARGIN		8,775,924	6,273,907	8,623,390	6,180,503
Loan loss expense (net)	23	(1,148,639)	(809,860)	(1,087,435)	(788,682)
NET INTEREST MARGIN		7,627,285	5,464,047	7,535,955	5,391,821
Other banking income	21	9,493,394	7,294,015	8,095,047	6,552,978
Operating expenses		17,120,679 (10,339,571)	12,758,062 (7,781,849)	15,631,002 (9,103,465)	11,944,799 (7,111,543)
PROFIT ON ORDINARY ACTIVITIES		6,781,108	4,976,213	6,527,537	4,833,256
Exceptional Income	22	476,706	196,469	476,706	196,469
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		7,257,814	5,172,682	7,004,243	5,029,725
Taxation	24	(1,824,066)	(1,046,850)	(1,673,447)	(973,168)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		5,433,748	4,125,832	5,330,796	4,056,557
Minority interest		(72,180)	(47,515)	-	-
PROFIT ATTRIBUTABLE TO GROUP SHAREHOLDERS		5,361,568	4,078,317	5,330,796	4,056,557
Transfer to statutory reserves	17	(799,619)	(953,584)	(799,619)	(953,584)
Transfer to bonus shares reserve	17	-	(500,000)	-	(500,000)
Transfer to small scale industries reserve	17	(700,424)	(502,973)	(700,424)	(502,973)
DIVIDEND		3,861,525	2,121,760	3,830,753	2,100,000
- Paid	12	(1,000,000)	(750,000)	(1,000,000)	(750,000)
- Proposed	12	(2,700,000)	(1,350,000)	(2,700,000)	(1,350,000)
Retained profit for the year		161,525	21,760	130,753	-
RETAINED PROFIT, beginning of year		1,298,981	1,277,221	1,290,965	1,290,965
RETAINED PROFIT, end of year		1,460,506	1,298,981	1,421,718	1,290,965
Earnings per share (kobo)		112k	138k	110k	135k
- Basic	25	112k	103k	110k	101k
- adjusted					
Dividend per share		77k	70k	77k	70k
- Basic	25				

The accompanying notes form an integral part of these Profit and Loss Accounts.

Statement of Cash Flows FOR THE YEAR ENDED FEBRUARY 28, 2005

	NOTES	GROUP 2005 N'000	GROUP 2004 N'000	BANK 2005 N'000	BANK 2004 N'000
Net cash flow from operating activities before changes in operating assets	26	10,289,376	7,951,271	9,887,139	7,733,744
Changes in operating assets	27	(11,278,625)	(2,001,421)	(10,589,772)	(3,230,361)
Income tax paid		(907,147)	(263,471)	(841,794)	(242,634)
Net cash flows from operating activities		<u>(1,896,396)</u>	<u>5,686,379</u>	<u>(1,544,427)</u>	<u>4,260,749</u>
Investing Activities:					
Proceeds from disposal of fixed assets		54,483	96,149	50,164	94,346
Purchase of fixed assets		(4,660,811)	(2,202,467)	(4,385,800)	(2,049,251)
Purchase of investments		504,153	(2,485,653)	(159,007)	(2,238,359)
Purchase of equipment on lease		(175,974)	(516,068)	(175,974)	(516,068)
Proceeds from disposal of equipment on lease		393,396	186,031	393,396	186,031
Net cash flows from investing activities		<u>(3,884,753)</u>	<u>(4,922,008)</u>	<u>(4,277,221)</u>	<u>(4,523,301)</u>
Financing Activities:					
Dividend paid		(2,350,000)	(1,625,000)	(2,350,000)	(1,625,000)
Proceeds from issue of shares		21,200,000	-	21,200,000	-
Share issue expenses		(980,738)	-	(980,738)	-
Long-term borrowings		3,383,984	1,604,422	3,383,984	1,604,422
Net cash flows from financing activities		<u>21,253,246</u>	<u>(20,578)</u>	<u>21,253,246</u>	<u>(20,578)</u>
Net increase in cash and short term funds		15,472,097	743,793	15,431,598	(283,130)
Cash and short term funds, beginning of year (gross)		31,999,263	31,255,470	30,861,568	31,144,698
Cash and short term funds, end of year (gross)		<u>47,471,360</u>	<u>31,999,263</u>	<u>46,293,166</u>	<u>30,861,568</u>

The accompanying notes form an integral part of these statements of cash flows.

Notes to the Financial Statements FOR THE YEAR ENDED FEBRUARY 28, 2005

1. Cash and Short-term Funds:

(a) Cash and short-term funds comprise:

	GROUP 2005 ₦'000	GROUP 2004 ₦'000	BANK 2005 ₦'000	BANK 2004 ₦'000
Bank and cash balances in Nigeria				
- Cash	1,839,832	1,024,009	1,687,243	912,606
- Balances held with the Central Bank of Nigeria				
- Current account	5,225,127	5,230,979	4,790,958	4,888,853
- Cash reserve	5,781,936	2,561,232	5,781,936	2,561,232
- Balances held with other local banks and discount houses	112,940	345,269	105	8,621
Secured Placements (see note (b) below)	18,830,001	5,422,000	18,830,000	5,422,000
Balances held with other banks outside Nigeria (see note (c) below)	13,022,554	15,666,433	12,543,954	15,318,915
Placements with foreign banks	2,658,970	1,749,341	2,658,970	1,749,341
	47,471,360	31,999,263	46,293,166	30,861,568

(b) Amount represents placements with local banks secured by treasury bills under open buy back agreement.

(c) Included in balances held with other banks outside Nigeria is the Naira value of foreign currencies held on behalf of customers in various foreign accounts amounting to ₦9,126,524 (2004: ₦9,230,680,000) to cover letters of credit transactions. The corresponding liability for this amount is included in other liabilities (see Note (10)).

2. Investments:

(a) Investments comprise:

	GROUP 2005 ₦'000	GROUP 2004 ₦'000	BANK 2005 ₦'000	BANK 2004 ₦'000
Short-term investments (see (b) below)	44,559,224	33,192,929	28,477,211	20,417,590
Long-term investments (see (c) below)	3,159,693	3,663,846	3,856,213	3,697,206
	47,718,917	36,856,775	32,333,424	24,114,796

Notes to the Financial Statements CONT'D

(b) Short-term investments comprise:

	GROUP 2005 N'000	GROUP 2004 N'000	BANK 2005 N'000	BANK 2004 N'000
Treasury bills	28,559,499	20,322,817	28,228,975	20,169,354
Treasury bearer bonds	126,739	16,026	-	-
Trading securities (see (i) and (ii) below)	15,624,750	12,605,850	-	-
Underwriting commitments	248,236	248,236	248,236	248,236
	44,559,224	33,192,929	28,477,211	20,417,590

(i) Trading securities comprises equity investments in capital markets made by the Bank's subsidiary, ARM on behalf of its clients. The corresponding liability for this amount is included in other liabilities (see Note 10(a)).

(ii) Included in trading securities is ₦1,171,812,000 (2004: ₦1,168,175,000) gratuity investment managed by ARM on behalf of the Bank.

(c) Long-term investments comprise:

	GROUP 2005 N'000	GROUP 2004 N'000	BANK 2005 N'000	BANK 2004 N'000
Subsidiaries:				
Investment in Asset and Resource Management Company Limited (ARM)	-	-	28,000	28,000
Investment in GTB Gambia (see (i) below)	-	-	196,564	196,564
Investment in GTB Sierra Leone (see (ii) below)	-	-	242,588	242,588
Investment in GTB Assurance Limited (see (iii) below)	-	-	337,967	-
Other investments:				
- Kakawa Discount House Limited	34,100	34,100	34,100	34,100
- Valucard Nigeria Plc	84,153	84,153	84,153	84,153
- Nigeria Automated Clearing System	18,000	18,000	18,000	18,000
- Afrexim	14,131	14,131	14,131	14,131
- Proprietary investments (see (iv) below)	6,000	433,792	-	-
- Small and medium industries investments (See (v) below)	790,710	999,670	790,710	999,670
- Other Equity Investment (See (vi) below)	102,599	-	-	-
Other Investments:				
- Delta State Govt. Bond (see note (vii) below)	60,000	80,000	60,000	80,000
- Federal Government Bond (see note (viii) below)	2,000,000	2,000,000	2,000,000	2,000,000
- Akwa Ibom State Govt. Bond	50,000	-	50,000	-
	3,159,693	3,663,846	3,856,213	3,697,206

Notes to the Financial Statements CONT'D

- i. The Bank acquired 70% of the equity of GTB Gambia on 5 March 2002.
- ii. The Bank acquired 90% of the equity of GTB Sierra Leone in January 2002. The Bank's investment was increased by ₦62,841,000 (\$480,000) in 2004.
- iii. The Bank owns 72% of the equity of Guaranty Trust Assurance Limited (formerly Heritage Assurance Company Limited). This investment which was originally made under the Small and Medium Industries Enterprise (SMIE) Scheme has been classified as direct investment as recommended by Central Bank of Nigeria. Accordingly, the Company's financial statement has been consolidated for reporting purpose in the current year.
- iv. Proprietary investment represents ARM's trading investments in quoted equities in Nigeria and abroad.
- v. This represents the Bank's investment in small and medium sized industries from funds set aside in the small scale industries reserve account (see (Note 17c)). An additional ₦129,007,000 investment was made during the year.
- vi. This represents GTB Assurance Limited investment in stocks of various companies.
- vii. This represents the Bank's investment in the Delta State Government floating rate redeemable revenue bond (2003/2007). The redeemable bond is priced at 2% above MRR subject to a minimum or maximum rate of 15% or 22% respectively.
- viii. This represents the Bank's investment in the Federal government 2006 bond. Interest rate is fixed at 17.75%.

Notes to the Financial Statements CONT'D

ix. The directors are of the opinion that the market value of long term investments is not lower than cost

3. Loans and advances:

(a) Loans and advances comprise, by security:

	GROUP 2005 N'000	GROUP 2004 N'000	BANK 2005 N'000	BANK 2004 N'000
Secured against real estate	23,378,742	19,407,068	22,847,971	19,180,857
Otherwise secured	34,361,477	17,863,236	34,282,262	17,734,015
Unsecured	10,021,317	8,320,234	10,048,951	8,282,851
	67,761,536	45,590,538	67,179,184	45,197,723
Less: Provisions for bad and doubtful loans				
- Specific (see note (b) below)	(1,061,021)	(840,308)	(983,009)	(809,520)
- General (see note (c) below)	(959,744)	(505,252)	(942,786)	(500,719)
Interest in suspense	(225,495)	(213,670)	(218,141)	(211,878)
	65,515,276	44,031,308	65,035,248	43,675,606

(b) The movements on specific provisions for bad and doubtful loans during the year were as follows:

	GROUP 2005 N'000	GROUP 2004 N'000	BANK 2005 N'000	BANK 2004 N'000
Balance, beginning of year	840,308	352,718	809,520	342,256
Exchange difference on translation of opening balances	(1,440)	-	-	-
Provisions made during the year	682,270	753,598	633,199	733,272
Provision no longer required	(407)	-	-	-
Provisions written off during the year	(459,710)	(266,008)	(459,710)	(266,008)
Balance, end of year	1,061,021	840,308	983,009	809,520

Notes to the Financial Statements CONT'D

(c) The movements on general provisions for bad and doubtful loans during the year were as follows:

	GROUP 2005 N'000	GROUP 2004 N'000	BANK 2005 N'000	BANK 2004 N'000
Balance, beginning of year	505,252	452,700	500,719	449,020
Exchange difference on translation of opening balances	(115)	-	-	-
Provisions made during the year	454,607	52,552	442,067	51,699
Balance, end of year	<u>959,744</u>	<u>505,252</u>	<u>942,786</u>	<u>500,719</u>

(d) The movements on interest in suspense during the year was as follows:

	GROUP 2005 N'000	GROUP 2004 N'000	BANK 2005 N'000	BANK 2004 N'000
Balance, beginning of year	213,670	102,027	211,878	101,262
Exchange difference on translation of opening balances	(1,338)	-	-	-
Interest suspended during the year	398,969	226,052	392,069	225,025
Interest recovered	(109,271)	(24,894)	(109,271)	(24,894)
Interest written off	(276,535)	(89,515)	(276,535)	(89,515)
Balance, end of year	<u>225,495</u>	<u>213,670</u>	<u>218,141</u>	<u>211,878</u>

(e) The gross value of loans and advances by maturity is:

	GROUP 2005 N'000	GROUP 2004 N'000	BANK 2005 N'000	BANK 2004 N'000
Under 1 month	33,759,986	24,936,635	33,303,205	24,838,049
1 – 3 months	8,907,289	4,135,719	8,867,547	4,065,524
3 – 6 months	3,043,059	1,396,033	3,000,532	1,339,638
6 – 12 months	9,112,371	2,847,828	9,071,926	2,703,713
Over 12 months	12,938,831	12,274,323	12,935,974	12,250,799
	<u>67,761,536</u>	<u>45,590,538</u>	<u>67,179,184</u>	<u>45,197,723</u>

Notes to the Financial Statements CONT'D

(f) The gross value of loans and advances by performance is:

	GROUP 2005 N'000	GROUP <u>2004</u> N'000	BANK 2005 N'000	BANK <u>2004</u> N'000
Performing	66,333,108	44,329,426	65,819,891	43,981,169
Non-performing - principal	1,202,933	1,047,443	1,141,152	1,004,676
- interest	225,495	213,669	218,141	211,878
	<u>67,761,536</u>	<u>45,590,538</u>	<u>67,179,184</u>	<u>45,197,723</u>

4. Advances under Finance Leases:

(a) Advances under finance leases comprise:

	GROUP 2005 N'000	GROUP <u>2004</u> N'000	BANK 2005 N'000	BANK <u>2004</u> N'000
Gross investment in finance leases	973	6,488	973	6,488
Unearned income	(44)	(749)	(44)	(749)
Net investment in finance leases	<u>929</u>	<u>5,739</u>	<u>929</u>	<u>5,739</u>
Less: 1% general provision	(9)	(57)	(9)	(57)
	<u>920</u>	<u>5,682</u>	<u>920</u>	<u>5,682</u>

(b) The movement on the general provision for advances under finance leases during the year was as follows:

	GROUP 2005 N'000	GROUP <u>2004</u> N'000	BANK 2005 N'000	BANK <u>2004</u> N'000
Balance, beginning of year	57	1,560	57	1,560
Provision no longer required	(48)	(1,503)	(48)	(1,503)
Balance, end of year	<u>9</u>	<u>57</u>	<u>9</u>	<u>57</u>

Notes to the Financial Statements CONT'D

(c) The net investment in finance leases by maturity is:

	GROUP 2005 N'000	GROUP <u>2004</u> N'000	BANK 2005 N'000	BANK <u>2004</u> N'000
3-6 months	929	1,479	929	1,479
Over 12 months	-	4,260	-	4,260
	<u>929</u>	<u>5,739</u>	<u>929</u>	<u>5,739</u>

5. Other Assets:

(a) Other assets comprise:

	GROUP 2005 N'000	GROUP <u>2004</u> N'000	BANK 2005 N'000	BANK <u>2004</u> N'000
Treasury bills on open buy back (see note 10(a))	10,070,000	13,138,000	10,070,000	13,138,000
Prepayments	1,209,667	572,046	982,985	545,917
Gratuity fund investment (see note 2 (b) (ii))	-	-	1,171,812	1,168,175
Discount paid in advance	376,948	419,514	376,948	419,514
Due from local banks (see (b) below)	3,758,226	-	3,758,226	-
Interest receivable	15,354	434,383	10,116	301,064
Other accounts receivable	1,124,441	986,293	615,760	541,572
	<u>16,554,636</u>	<u>15,550,236</u>	<u>16,985,847</u>	<u>16,114,242</u>
Provision on other assets (see (c) below)	(392,804)	(325,895)	(392,804)	(325,895)
	<u>16,161,832</u>	<u>15,224,341</u>	<u>16,593,043</u>	<u>15,788,347</u>

(b) Amounts represent receivables due from local banks for which Guaranty Trust Bank Plc is clearing and settlement bank. The receivables which represents the overdrawn position of some of these banks are secured with treasury bills.

(c) The movement on provision on other assets during the year was as follows:

	GROUP 2005 N'000	GROUP <u>2004</u> N'000	BANK 2005 N'000	BANK <u>2004</u> N'000
Balance, beginning of year	(325,895)	(136,357)	(325,895)	(136,357)
Provisions made during the year	(66,909)	(189,538)	(66,909)	(189,538)
Balance, end of year	<u>(392,804)</u>	<u>(325,895)</u>	<u>(392,804)</u>	<u>(325,895)</u>

Notes to the Financial Statements CONT'D

6. Equipment on lease:

The movement on this account during the year was as follows:

	Machinery and Equipment 2005 N'000	Machinery and Equipment 2004 N'000
COST:		
Balance, beginning of year	2,966,274	2,987,117
Additions	175,974	516,068
Disposals	(550,398)	(536,911)
Balance, end of year	<u>2,591,850</u>	<u>2,966,274</u>
ACCUMULATED DEPRECIATION:		
Balance, beginning of year	1,736,841	1,071,932
Charge for the year	801,525	1,045,061
Disposals	(188,483)	(380,152)
Balance, end of year	<u>2,349,883</u>	<u>1,736,841</u>
NET BOOK VALUE:		
End of year	<u>241,967</u>	1,229,433
Beginning of year	<u>1,229,433</u>	<u>1,915,185</u>

Notes to the Financial Statements CONT'D

7. Fixed assets

(a) Group:

The movement on these accounts during the year was as follows:

	Leasehold Improvements Land & Buildings N'000	Machinery & Equipment N'000	Computers & Accessories N'000	Furniture and Fittings N'000	Motor Vehicles N'000	Capital Work in Progress N'000	Total N'000
COST:							
Balance, beginning of year	2,320,119	1,030,382	1,447,174	484,491	1,120,453	608,216	7,010,835
Exchange difference on translation of opening balances	(3,395)	83	(5,030)	(4,999)	(2,958)	-	(16,299)
Adjustment for opening balances of previously unconsolidated subsidiary	-	5,678	2,394	2,446	39,792	-	50,310
Additions	1,073,124	457,063	511,221	174,207	626,680	1,818,516	4,660,811
Disposals	(191)	(13,398)	(67,483)	(7,986)	(185,079)	-	(274,137)
Transfers	528,114	-	158	(158)	-	(528,114)	-
Balance, end of year	<u>3,917,771</u>	<u>1,479,808</u>	<u>1,888,434</u>	<u>648,001</u>	<u>1,598,888</u>	<u>1,898,618</u>	<u>11,431,520</u>
ACCUMULATED DEPRECIATION:							
Balance, beginning of year	382,045	496,443	970,553	221,053	553,479	-	2,623,573
Exchange difference on translation of opening balances	(277)	23	(2,974)	(1,823)	(2,032)	-	(7,083)
Adjustment for opening balances of previously unconsolidated subsidiary	-	230	1,477	838	5,199	-	7,744
Charge for the year	209,861	187,304	312,565	82,377	318,640	-	1,110,747
Disposals	(191)	(12,876)	(67,482)	(5,454)	(157,737)	-	(243,740)
Transfers	-	-	51	(51)	-	-	-
Balance, end of year	<u>591,438</u>	<u>671,124</u>	<u>1,214,190</u>	<u>296,940</u>	<u>717,549</u>	<u>-</u>	<u>3,491,241</u>
NET BOOK VALUE:							
End of year	<u>3,326,333</u>	<u>808,684</u>	<u>674,244</u>	<u>351,061</u>	<u>881,339</u>	<u>1,898,618</u>	<u>7,940,279</u>
Beginning of year	<u>1,938,074</u>	<u>533,939</u>	<u>476,621</u>	<u>263,438</u>	<u>566,974</u>	<u>608,216</u>	<u>4,387,262</u>

i. No leased assets are included in the above fixed assets accounts.

ii. The Group had capital commitments of ₦104,734,176 (2004: ₦2,714,429) as at the balance sheet date.

Notes to the Financial Statements CONT'

7. Fixed assets:

(b) Bank:

The movement on these accounts during the year was as follows:

	Leasehold Improvements Land & Buildings N'000	Machinery & Equipment N'000	Computers & Accessories N'000	Furniture and Fittings N'000	Motor Vehicles N'000	Capital Work in Progress N'000	Total N'000
COST:							
Balance, beginning of year	2,155,911	971,586	1,322,027	384,023	1,001,340	608,217	6,443,104
Additions	1,032,630	430,323	411,618	142,656	550,057	1,818,516	4,385,800
Disposals	(191)	(13,398)	(66,535)	(5,213)	(172,833)	-	(258,170)
Transfers	528,114	-	-	-	-	(528,114)	-
Balance, end of year	<u>3,716,464</u>	<u>1,388,511</u>	<u>1,667,110</u>	<u>521,466</u>	<u>1,378,564</u>	<u>1,898,619</u>	<u>10,570,734</u>
ACCUMULATED DEPRECIATION:							
Balance, beginning of year	362,122	466,902	911,229	176,326	503,717	-	2,420,296
Charge for the year	185,496	173,121	281,708	65,360	275,932	-	981,617
Disposals	(191)	(12,876)	(66,534)	(4,199)	(147,315)	-	(231,115)
Balance, end of year	<u>547,427</u>	<u>627,147</u>	<u>1,126,403</u>	<u>237,487</u>	<u>632,334</u>	<u>-</u>	<u>3,170,798</u>
NET BOOK VALUE:							
End of year	<u>3,169,037</u>	<u>761,364</u>	<u>540,707</u>	<u>283,979</u>	<u>746,230</u>	<u>1,898,619</u>	<u>7,399,936</u>
Beginning of year	<u>1,793,789</u>	<u>504,684</u>	<u>410,798</u>	<u>207,697</u>	<u>497,623</u>	<u>608,217</u>	<u>4,022,808</u>

i. No leased assets are included in the above fixed assets account.

ii. The Bank had capital commitments of ₦104,734,176 (2004: ₦2,714,429) as at the balance sheet date.

8. Goodwill on consolidation

(a) The movement on goodwill on consolidation is as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	101,051	126,314	-	-
Goodwill arising during the year (See note (b) below)	31,130	-	-	-
Amortisation during the year	(31,489)	(25,263)	-	-
Balance, end of year	<u>100,692</u>	<u>101,051</u>	<u>-</u>	<u>-</u>

(b) This represents the excess of purchase consideration of ₦404,486,000 over the Bank's proportionate share of the net assets of ₦373,356,000 of Guaranty Trust Assurance Limited approved by the Central bank of Nigeria as direct investment during the year.

Notes to the Financial Statements CONT'D

9. Deposits and other accounts:

(a) Deposits and other accounts comprise:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Demand	53,037,689	47,394,142	51,643,759	46,678,910
Time	39,952,038	25,133,233	39,688,073	24,929,457
Savings	3,524,964	1,806,267	3,301,591	1,664,875
	<u>96,514,691</u>	<u>74,333,642</u>	<u>94,633,423</u>	<u>73,273,242</u>
Due to local banks	930,164	949,255	930,164	949,255
	<u><u>97,444,855</u></u>	<u><u>75,282,897</u></u>	<u><u>95,563,587</u></u>	<u><u>74,222,497</u></u>

(b) The maturity profile of deposit liabilities is as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Under 1 month	90,441,231	59,633,610	88,997,975	58,911,926
1 – 3 months	5,893,082	15,209,397	5,455,070	14,961,973
3 – 6 months	681,921	427,069	681,921	335,778
6 – 12 months	428,621	12,821	428,621	12,820
	<u>97,444,855</u>	<u>75,282,897</u>	<u>95,563,587</u>	<u>74,222,497</u>

10. Other liabilities:

(a) Other liabilities comprise:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Foreign currency denominated liabilities (see Note 1 (c))	9,215,129	9,267,705	9,126,524	9,230,680
Secured buy back takings (see Note 5 (a))	10,070,000	13,138,000	10,070,000	13,138,000
Due to other local banks (see note (b) below)	958,035	4,853	958,035	4,853
Funds under management (see note 2 (b))	13,285,751	12,185,319	-	-
Certified cheques	3,774,959	2,061,747	3,720,777	2,020,497
Customers' FEM deposits	247,444	393,502	247,444	393,502
Unearned interest and discount	1,205,707	724,509	1,205,707	724,509
Interest payable	337,146	267,794	325,085	155,246
Gratuity provisions (see (c) below)	524,882	406,707	524,882	406,707
Other current liabilities	1,625,157	1,270,719	386,667	1,048,448
	<u>41,244,210</u>	<u>39,720,855</u>	<u>26,565,121</u>	<u>27,122,442</u>

(b) Amount represents the credit balances outstanding in favour of some banks for which the Bank serves as settlement bank.

(c) i. The movement on gratuity provision account was as follows:

Notes to the Financial Statements CONT'D

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	406,707	291,707	406,707	291,707
Payments in the year	(1,825)	(5,000)	(1,825)	(5,000)
Charge for the year (see (ii) below)	120,000	120,000	120,000	120,000
Balance, end of year	<u>524,884</u>	<u>406,707</u>	<u>524,882</u>	<u>406,707</u>

- ii. Gratuity provision represents the Bank's obligations to its employees under its gratuity scheme. A shortfall of ₦660,592,000 arose in 2003 financial year as a result of an enhancement to the remuneration of the Bank's employees. A cumulative amount of ₦582,418,555 has been charged to the income statement. The balance of ₦78,173,445 would be charged to the profit and loss account next year in line with the Statement of Accounting Standards Number 8 on employees' retirement benefits.

11. Taxation payable:

The movement on the tax payable account during the year was as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	1,393,602	610,223	1,290,937	560,403
Charge for the year (See note (24))	1,577,027	1,046,850	1,426,408	973,168
Payments during the year	(907,147)	(263,471)	(841,794)	(242,634)
Balance, end of year	<u>2,063,482</u>	<u>1,393,602</u>	<u>1,875,551</u>	<u>1,290,937</u>

The current tax charge has been computed at the current company income tax rate of 30% (2004: 30%) on the profit for the year after adjusting for certain items of income and expenditure, which are not deductible or chargeable for tax purposes, plus 2% (2004: 2%) Education Levy for the year.

12. Dividend payable:

The movement on this account during the year was as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	1,350,000	875,000	1,350,000	875,000
Dividends declared during the year				
- Interim	1,000,000	750,000	1,000,000	750,000
- Final	2,700,000	1,350,000	2,700,000	1,350,000
Payment during the year	(2,350,000)	(1,625,000)	(2,350,000)	(1,625,000)
Balance, end of year	<u>2,700,000</u>	<u>1,350,000</u>	<u>2,700,000</u>	<u>1,350,000</u>

Notes to the Financial Statements CONT'D

13. Deferred Taxation:

The movement on the deferred tax account during the year was as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	568,582	568,582	568,582	568,582
Charge for the year (See note 24))	247,039	-	247,039	-
Balance, end of year	<u>815,621</u>	<u>568,582</u>	<u>815,621</u>	<u>568,582</u>

The Bank's exposure to deferred tax (which relates primarily to timing differences in the recognition of depreciation and capital allowances on fixed assets) has been fully provided for in the financial statements in accordance with the Statement of Accounting Standards Number 19 on Taxes.

14. Long-term borrowings:

(a) Long-term borrowings comprise:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Due to IFC (see note (b) (i) below	4,252,177	2,169,726	4,252,177	2,169,726
Due to FMO Netherlands (see note (b) (ii) below	2,657,611	1,356,078	2,657,611	1,356,078
	<u>6,909,788</u>	<u>3,525,804</u>	<u>6,909,788</u>	<u>3,525,804</u>

- (b) i. The amount of ₦4,252,177 (USD32,000,000) represents the outstanding balance of a \$20,000,000 dollar facility granted by IFC in March 2001 for a period of 7 years and an additional \$20,000,000 granted in October 2004 for 10 years. Interest is payable quarterly at 4.75% and 3.5% above LIBOR rates respectively.
- ii. The amount of ₦2,657,611,000 (USD 20,000,000)) represents the dollar facility granted by FMO in December 2004 for a period of 4 years. Interest is payable half yearly at 3% above LIBOR rates. Prior year balance of ₦1,356,078,000 (USD 10,000,000) has been fully repaid.

15. Share capital:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
(a) Authorised -				
6,000,000,000 Ordinary shares of 50k each (2004: 4,000,000,000 of 50k each)	<u>3,000,000</u>	<u>2,000,000</u>	<u>3,000,000</u>	<u>2,000,000</u>
Issued and fully paid -				
6,000,000,000 Ordinary shares of 50k each (2004: 3,000,000,000 Ordinary shares of 50k each)	<u>3,000,000</u>	<u>1,500,000</u>	<u>3,000,000</u>	<u>1,500,000</u>

Notes to the Financial Statements CONT'D

(b) The movement on the issued and fully paid ordinary share capital account during the year was as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	1,500,000	1,250,000	1,500,000	1,250,000
Bonus issue capitalised (see note 17 (e))	500,000	250,000	500,000	250,000
Offer for subscription (see note (c) below)	1,000,000	-	1,000,000	-
Balance, end of year	<u><u>3,000,000</u></u>	<u><u>1,500,000</u></u>	<u><u>3,000,000</u></u>	<u><u>1,500,000</u></u>

(c) During the year, the Bank offered 2,000,000,000 ordinary shares for subscription at N10.60 per share. Proceeds from the offer was accounted as follows:

	Bank 2005
Proceeds from Offer	21,200,000
Share issue expenses	(980,738)
Net proceeds	<u>20,219,262</u>
Transfer to issued and fully paid share capital account (see note (b) above)	(1,000,000)
Transfer to share premium account (see note 16)	<u>(19,219,262)</u>
	<u><u>-</u></u>

16. Share premium

The movement in share premium account during the year was as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	2,172,666	2,172,666	2,172,666	2,172,666
Premium on share issue (see note 15(c))	19,219,262	-	19,219,262	-
Balance, end of year	<u><u>21,391,928</u></u>	<u><u>2,172,666</u></u>	<u><u>21,391,928</u></u>	<u><u>2,172,666</u></u>

Notes to the Financial Statements CONT'D

17. Other reserves:

(a) Other reserves comprise:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Statutory reserve (see (b) below)	5,600,046	4,800,427	5,600,046	4,800,427
Retained profit	1,460,506	1,298,981	1,421,718	1,290,965
Capital reserve	43,454	43,454	-	-
Small Scale Industries (SSI) reserve (see (c) below)	2,054,344	1,353,920	2,054,344	1,353,920
Foreign currency translation reserve (see (d) below)	(65,655)	(58,115)	-	-
Other reserves	158,561	143,073	-	-
Bonus reserve (see note (e) below)	-	500,000	-	500,000
Balance, end of the year	<u><u>9,251,256</u></u>	<u><u>8,081,740</u></u>	<u><u>9,076,108</u></u>	<u><u>7,945,312</u></u>

(b) The movement on the statutory reserve account during the year was as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	4,800,427	3,846,843	4,800,427	3,846,843
Transfer from profit and loss account	799,619	953,584	799,619	953,584
Balance, end of year	<u><u>5,600,046</u></u>	<u><u>4,800,427</u></u>	<u><u>5,600,046</u></u>	<u><u>4,800,427</u></u>

In accordance with existing legislation, the bank transferred 15% (2004: 23%) of its profit after taxation to statutory reserves.

(c) The movement in SSI reserve account during the year is as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	1,353,920	850,947	1,353,920	850,947
Transfer from profit and loss account	700,424	502,973	700,424	502,973
Balance, end of year	<u><u>2,054,344</u></u>	<u><u>1,353,920</u></u>	<u><u>2,054,344</u></u>	<u><u>1,353,920</u></u>

In accordance with the Central Bank of Nigeria Monetary, Credit, Foreign Trade & Exchange Policy Guidelines for 2001 fiscal year, 10% of profit before taxation for the year ended 28 February 2005 has been transferred to Small Scale Industries reserve.

Notes to the Financial Statements CONT'D

(d) The movement in foreign currency translation reserve during the year was as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	(58,115)	(34,274)	-	-
Exchange difference on consolidation	(7,540)	(23,841)	-	-
Balance, end of year	<u>(65,655)</u>	<u>(58,115)</u>	<u>-</u>	<u>-</u>

(e) The movement on the bonus reserve account during the year was as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Balance, beginning of year	500,000	250,000	500,000	250,000
Transfer to share capital	(500,000)	(250,000)	(500,000)	(250,000)
Transfer from profit and loss account	-	500,000	-	500,000
Balance, end of year	<u>-</u>	<u>500,000</u>	<u>-</u>	<u>500,000</u>

18. Acceptances, Bonds, Guarantees and other obligations for the account of customers:

(a) These comprise:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Transaction-related bonds and guarantees	18,475,885	9,081,821	18,141,434	8,982,147
Guaranteed commercial papers and bankers acceptances	22,663,601	10,646,733	22,663,601	10,646,733
Commitments	775,977	-	775,977	-
Guaranteed facilities (see (b) below)	4,650,819	4,746,275	4,650,819	4,746,275
	<u>46,566,282</u>	<u>24,474,829</u>	<u>46,231,831</u>	<u>24,375,155</u>

(b) This represents USD 35,000,000 (2004: USD 35,000,000) disbursed to customers on behalf of Afrexim for which the Bank served as guarantor.

Notes to the Financial Statements CONT'D

19. Interest and discount income:

Interest and discount income was derived as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Source:				
Lending to financial institutions	334,107	427,457	332,390	426,104
Lending to non-bank customers	10,559,388	8,598,440	10,430,187	8,524,308
Interest income on securities trading	4,594,394	2,385,949	4,498,807	2,338,549
	<u>15,487,889</u>	<u>11,411,846</u>	<u>15,261,384</u>	<u>11,288,961</u>
	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Geographical location:				
Earned in Nigeria	14,373,933	10,469,413	14,373,933	10,469,413
Earned outside Nigeria	1,113,956	942,433	887,451	819,548
	<u>15,487,889</u>	<u>11,411,846</u>	<u>15,261,384</u>	<u>11,288,961</u>

20. Interest expense:

Interest expense comprises:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Source:				
Borrowing from financial institutions	150,405	35,177	150,355	35,123
Borrowing from non-bank customers	5,843,699	4,512,523	5,769,778	4,483,097
Interest expense on securities trading	718,495	605,208	718,495	605,207
	<u>6,712,599</u>	<u>5,152,908</u>	<u>6,638,628</u>	<u>5,123,427</u>
	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Geographical location:				
Paid in Nigeria	6,051,931	4,630,747	6,051,931	4,630,747
Paid outside Nigeria	660,668	522,161	586,697	492,680
	<u>6,712,599</u>	<u>5,152,908</u>	<u>6,638,628</u>	<u>5,123,427</u>

21. Other banking income:

This comprises:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Foreign exchange earnings	686,821	758,840	603,790	665,632
Commissions and similar income	3,635,834	2,849,126	3,242,603	2,667,584
Other fees and charges	4,009,565	2,281,811	3,130,599	1,815,524
Operating lease income	1,035,442	1,364,424	1,035,442	1,364,424
Dividend income from equity investments	125,732	39,814	82,613	39,814
	<u>9,493,394</u>	<u>7,294,015</u>	<u>8,095,047</u>	<u>6,552,978</u>

Notes to the Financial Statements CONT'D

22. Exceptional Income:

This represents realised gain on the disposal of the Bank's gratuity fund investment. The gain on disposal is computed as follows:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Proceeds on disposal	810,855	658,935	810,855	658,935
Less: Cost of investment	(334,149)	(462,466)	(334,149)	(462,466)
Gain on disposal	<u>476,706</u>	<u>196,469</u>	<u>476,706</u>	<u>196,469</u>

23. Supplementary profit and loss information:

(a) General:

The profit before taxation for the year is stated after charging/(crediting) the following:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Specific provisions on risk assets	681,863	753,598	633,199	733,272
General provision on loans and finance leases	454,559	51,048	442,019	50,196
Loan amounts written off	12,217	5,214	12,217	5,214
	<u>1,148,639</u>	<u>809,860</u>	<u>1,087,435</u>	<u>788,682</u>
Depreciation				
- Fixed assets	1,110,747	859,926	981,617	783,926
- Equipment on lease	801,525	1,045,061	801,525	1,045,061
Auditors' remuneration	34,169	24,037	27,500	18,500
Provision for other assets	(66,909)	(189,538)	(66,909)	(189,538)
Gain on disposal of fixed assets	(24,086)	(74,270)	(23,110)	(73,915)
Gain on disposal of equipment on lease	(31,481)	(29,273)	(31,481)	(29,273)

Auditors' remuneration represents payments for two audits of the Bank for the year ended 31 August 2004 and 28 February 2005 respectively.

(b) Staff and executive directors' costs:

i. Employee costs, including executive directors, during the year amounted to:

	Group 2005 N'000	Group 2004 N'000	Bank 2005 N'000	Bank 2004 N'000
Wages and salaries	2,413,289	1,887,018	2,275,564	1,656,361
Other pension costs	122,972	123,060	120,000	120,000
	<u>2,536,261</u>	<u>2,010,078</u>	<u>2,395,564</u>	<u>1,776,361</u>

ii. The average number of persons in employment during the year was:

Notes to the Financial Statements CONT'D

	Group 2005 Number	Group 2004 Number	Bank 2005 Number	Bank 2004 Number
Abuja and North Central	58	48	58	48
Financial Control & Strategy	12	8	9	8
General Services and External Affairs	29	24	26	24
Institutional Banking division	98	87	98	87
Lagos Division	141	85	141	85
Management and Corporate Services	56	47	56	47
North East division	35	12	35	12
North West division	33	14	33	14
Payment and Settlement	68	63	68	63
Risk management	15	17	15	17
South East division	89	64	89	64
South West division	45	22	45	22
System and control	29	23	29	23
Transaction Services Group	395	246	288	212
	1,103	760	990	726

- iii. Employees, other than directors, earning more than ₦60,000 per annum, whose duties were wholly or mainly discharged in Nigeria, received emoluments (excluding pension contributions and certain benefits) in the following ranges:

	Group 2005 ₦'000	Group 2004 ₦'000	Bank 2005 ₦'000	Bank 2004 ₦'000
₦ 420,001 - ₦ 430,000	1	1	-	-
₦ 500,001 - ₦ 510,000	14	16	14	14
₦ 610,001 - ₦ 620,000	39	2	2	2
₦ 690,001 - ₦ 700,000	1	3	-	-
₦ 720,001 - ₦ 740,000	-	2	-	-
₦ 830,001 - ₦ 880,001	4	2	1	1
₦ 930,001 - ₦ 940,000	11	1	1	1
₦1,200,001 - ₦1,260,000	9	3	-	-
₦1,270,001 - ₦1,280,000	6	1	1	1
₦1,300,001 - ₦1,310,000	-	3	-	-
₦1,340,001 - ₦1,350,000	409	339	401	338
₦1,840,001 - ₦1,850,000	12	2	-	-
₦2,120,001 - ₦2,130,000	241	149	239	149
₦2,190,001 - ₦2,200,000	5	2	-	-
₦2,660,001 - ₦2,670,000	116	64	114	64
₦2,730,001 - ₦2,740,000	-	3	-	-
₦2,800,001 - ₦2,810,000	2	2	-	-
₦3,130,001 - ₦3,830,000	120	52	120	52
₦3,830,001 - ₦4,530,000	26	47	22	43
₦4,530,001 - ₦5,930,000	34	30	27	28
Above ₦5,930,000	53	36	48	33
	1,103	760	990	726

Notes to the Financial Statements CONT'D

(c) **Directors' remuneration:**

Directors' remuneration was provided as follows:

	<u>2005</u> <u>N'000</u>	<u>2004</u> <u>N'000</u>
Fees as directors	5,100	4,550
Other emoluments	79,186	73,718
	<u>84,286</u>	<u>78,268</u>

The directors' remuneration shown above (excluding pension contributions and certain benefits) includes:

	<u>2005</u> <u>N'000</u>	<u>2004</u> <u>N'000</u>
Chairman	4,227	3,975
Highest-paid director	<u>18,611</u>	<u>18,364</u>

The emoluments of all other directors fell within the following ranges:

	<u>2005</u> <u>Number</u>	<u>2004</u> <u>Number</u>
₦3,000,001 - ₦3,500,000	-	1
₦3,500,001 - ₦3,700,000	-	1
₦3,700,001 - ₦3,900,000	1	4
₦3,900,001 - ₦4,100,000	1	-
₦4,100,001 - ₦4,300,000	3	-
₦4,300,001 - ₦4,500,000	-	-
₦4,500,001 - ₦4,700,000	-	-
₦4,700,001 - ₦4,900,000	-	-
Above ₦4,900,000	3	3
	<u>8</u>	<u>9</u>

24. Taxation charge:

(a) The tax charge for the year comprises:

	<u>Group</u> <u>2005</u> <u>N'000</u>	<u>Group</u> <u>2004</u> <u>N'0000</u>	<u>Bank</u> <u>2005</u> <u>N'000</u>	<u>Bank</u> <u>2004</u> <u>N'000</u>
Company income tax	1,387,057	1,046,850	1,236,438	973,168
Prior year under-provision	189,970	-	189,970	-
Deferred tax	247,039	-	247,039	-
	<u>1,824,066</u>	<u>1,046,850</u>	<u>1,673,447</u>	<u>973,168</u>

25. Earnings and dividend per share:

Earnings and dividend per share have been computed based on profit after tax before minority interest and dividend declared and the weighted average ordinary shares of 4,833,333,333 (2004: 3,000,000,000) in issue during the year.

Notes to the Financial Statements CONT'D

Adjusted earnings per share have been computed based on profit after tax before minority interest and the average ordinary shares of 4,833,333,333 (2004: 4,000,000,000) in issue during the year

26. Net cash flow from operating activities:

This comprises:

	Group 2005 ₱'000	Group <u>2004</u> ₱'0000	Bank 2005 ₱'000	Bank <u>2004</u> ₱'000
Profit before tax	7,257,814	5,172,682	7,004,243	5,029,725
Minority interest	(72,180)	(47,515)	-	-
	7,185,634	5,125,167	7,004,243	5,029,725
Adjustments to reconcile profit before tax to net cash flow from operating activities:				
Depreciation of Fixed assets	1,110,747	859,926	981,617	783,926
Depreciation of Equipment on lease	801,525	1,045,061	801,525	1,045,061
(Gain)/loss on disposal of fixed assets	(24,086)	(74,270)	(23,109)	(73,915)
(Gain) on disposal of equipment on lease	(31,481)	(29,274)	(31,481)	(29,273)
Amortisation of goodwill on consolidation	31,489	25,263	-	-
Provision for bad and doubtful loans	1,148,639	809,860	1,087,435	788,682
Provision for other assets	66,909	189,538	66,909	189,538
Net cash flow from operating activities before changes in operating assets	10,289,376	7,951,271	9,887,139	7,733,744

27. Changes in operating assets:

This comprises:

	Group 2005 ₱'000	Group <u>2004</u> ₱'0000	Bank 2005 ₱'000	Bank <u>2004</u> ₱'000
(Increase)/decrease in operating assets:				
Short-term investments	(12,534,470)	(20,675,766)	(8,059,621)	(15,346,026)
Loans and advances	(22,630,616)	(14,064,696)	(22,447,126)	(13,802,241)
Advances under finance lease	4,810	150,303	4,810	150,303
Other assets	97,256	(6,126,790)	(871,604)	(5,853,393)
Foreign currency translation reserve	(7,540)	(23,841)	-	-
Minority interest	91,134	104,950	-	-
Increase/(decrease) in operating liabilities:				
Deposits and other accounts	22,161,958	23,761,111	21,341,090	23,154,732
Other liabilities	1,523,355	14,745,927	(557,321)	8,466,264
Capital and other reserves	15,488	127,381	-	-
	(11,278,625)	(2,001,421)	(10,589,772)	(3,230,361)

Notes to the Financial Statements CONT'D

28. Related party transactions:

During the year, the Bank granted various credit facilities to companies whose directors are also directors of Guaranty Trust Bank Plc at rates and terms comparable to other facilities in the Bank's portfolio. An aggregate of ₦762,584,000 (2004: ₦655,514,000) were outstanding on these various facilities at the end of the year, all of which were performing. In addition, Asset and Resource Management Company Limited, a subsidiary of the Bank, manages the Bank's Staff Share Trust Investment, Gratuity and Pension Fund schemes.

29. Claims and Litigation

The Bank in its ordinary course of business is presently involved in 35 cases as a defendant and 17 cases as plaintiff. The total amount claimed in the 35 cases against the Bank is estimated at ₦1,140,511,257 and \$2,060,000 while the total amount claimed in the 17 cases instituted by the Bank is ₦260,139,463. However, the Solicitors of the Bank are of the opinion that the contingent liability arising from the cases pending against the Bank is not likely to exceed ₦220,363,880. The Directors of the Bank are of the opinion that none of the aforementioned cases is likely to have material adverse effect on the Bank and are not aware of any pending and or threatened claims or litigation which may be material to the financial statements.

30. Contraventions

The Bank contravened Section 20 (2) (f) of BOFIA 1991 as amended. This relates to acquisition of properties for branch expansion without the approval of Central Bank of Nigeria (CBN). The assessed penalty of ₦2,000,000, was paid in May 2005.

31. Subsequent Events

The Central Bank of Nigeria (CBN) conducted a capital verification exercise on the proceeds of ₦21,200,000,000 from the Bank's offer for subscription of 2,000,000,000 ordinary shares of 50k each at ₦10.60k per share during the year. Vide its letter dated 17 May, 2005, the Central Bank of Nigeria conveyed its approval for the sum of ₦18,512,856,000 to be capitalized as part of Shareholders' Funds. The balance of ₦2,687,144,000 being disallowed.

Based on this, the approved proceeds of ₦18,512,856,000 were accounted for as part of Shareholders' Funds, while the unapproved proceeds of ₦2,687,144,000 were accounted for as "deposit for shares" and included in other liabilities. The financial statements of the Bank dated 16 March, 2005 approved by the Directors on this basis were issued on 30 May, 2005 and thereafter published and circulated.

Subsequent to the financial statements being issued, the CBN vide its letter of June 20, 2005 conveyed its approval for all the proceeds of ₦21,200,000,000 to be capitalized as part of Shareholders' Funds, confirming that this supercedes the earlier approval referred to in the CBN letter of 17 May, 2005. In view of the significance of this approval, the Directors have revised the financial statements to reflect the approved share capital and restated other liabilities balance. These financial statements therefore replace the earlier approved financial statements dated 16 March, 2005

32. Prior Year Comparative

Certain prior year balances have been classified in line with current year presentation.

Statement of Value Added

FOR THE YEAR ENDED FEBRUARY 28, 2005

Group:	2005 ₱'000	%	2004 ₱'000	%
Gross earnings	25,458,623		18,917,299	
Interest expense	(6,712,599)		(5,152,908)	
	<u>18,746,024</u>		<u>13,764,391</u>	
Loan loss expense	(1,148,639)		(809,860)	
	<u>17,597,385</u>		<u>12,954,531</u>	
Bought-in materials and services	(5,891,038)		(3,866,785)	
Value added	<u>11,706,347</u>	100	<u>9,087,746</u>	100
Applied to pay:				
Employees as wages, salaries and pensions	2,536,261	22	2,010,078	22
Government as taxes	1,824,066	16	1,046,850	12
Shareholders' dividend	3,700,000	31	2,100,000	23
Retained in business:				
Depreciation - Fixed assets	1,110,747	9	859,926	9
- Equipment on lease	801,525	7	1,045,061	11
Profit for the year (including statutory, minority interest and bonus shares reserves)	1,733,748	15	2,025,831	23
	<u>11,706,347</u>	100	<u>9,087,746</u>	100
Bank:				
	2005 ₱'000	%	2004 ₱'000	%
Gross earnings	23,833,771		18,053,377	
Interest expense	(6,638,628)		(5,123,427)	
	<u>17,195,143</u>		<u>12,929,950</u>	
Loan loss expense	(1,087,435)		(788,682)	
	<u>16,107,708</u>		<u>12,141,268</u>	
Bought-in materials and services	(4,924,759)		(3,506,196)	
Value added	<u>11,182,949</u>	100	<u>8,635,072</u>	100
Applied to pay:				
Employees as wages, salaries and pensions	2,395,564	21	1,776,361	21
Government as taxes	1,673,447	15	973,168	11
Shareholders as dividend	3,700,000	33	2,100,000	24
Retained in the business:				
Depreciation - Fixed Asset	981,617	9	783,926	9
- Equipment on lease	801,525	7	1,045,061	12
Profit for the year (including statutory, minority interest and bonus shares reserves)	1,630,796	15	1,956,556	23
	<u>11,182,949</u>	100	<u>8,635,072</u>	100

Five - Year Financial Summary

GROUP:

	2005 N'000	2004 N'000	2003 N'000	2002 N'000	2001 N'000
ASSETS:					
Cash and short-term funds	47,471,360	31,999,263	31,256,470	23,223,202	16,683,322
Investments	47,718,917	35,688,600	12,527,182	8,865,092	10,206,476
Loans and advances	65,515,276	44,031,308	30,775,145	17,573,538	12,073,119
Other facilities	-	-	-	4,434,662	2,844,084
Advances under finance lease	920	5,682	154,482	73,686	-
Other assets	16,161,832	16,392,516	10,392,425	7,235,876	2,155,102
Equipment on lease	241,967	1,229,433	1,915,185	1,503,752	110,729
Fixed assets	7,940,279	4,387,262	3,098,642	2,111,393	1,398,733
Goodwill on consolidation	100,692	101,051	126,314	-	-
Total assets	185,151,243	133,835,115	90,244,845	65,021,201	45,471,565
LIABILITIES:					
Deposits and other accounts	97,444,855	75,282,897	51,521,786	31,365,637	24,138,561
Other facilities	-	-	-	4,479,456	2,872,812
Other liabilities, including tax and dividend payable	46,823,313	43,033,039	27,028,733	19,348,713	14,312,744
Long term borrowings	6,909,788	3,525,804	1,921,382	1,765,071	-
Total liabilities	151,177,956	121,841,740	80,471,901	56,958,877	41,324,117
Net assets	33,973,287	11,993,375	9,772,944	8,062,324	4,147,448
CAPITAL AND RESERVES:					
Share capital	3,000,000	1,500,000	1,250,000	1,000,000	750,000
Share premium	21,391,928	2,172,666	2,172,666	2,172,666	-
Other reserves	9,251,256	8,081,740	6,216,259	4,843,826	3,373,792
SHAREHOLDERS' FUND	33,643,184	11,754,406	9,638,925	8,016,492	4,123,792
Minority Interest	330,103	238,969	134,019	45,832	23,656
	33,973,287	11,993,375	9,772,944	8,062,324	4,147,448
Gross earnings	25,458,623	18,917,299	16,664,539	11,168,682	7,109,676
Profit on ordinary activities before taxation	6,781,108	4,976,213	4,210,360	3,175,997	2,153,214
Exceptional income / (charges)	476,706	196,469	(442,419)	(450,666)	-
Taxation	(1,824,066)	(1,046,850)	(623,759)	(538,272)	(548,239)
Profit on ordinary activities after taxation	5,433,748	4,125,832	3,144,182	2,187,059	1,604,975
Extra-ordinary income	-	-	-	788,085	-
Profit after taxation and extraordinary income	5,433,748	4,125,832	3,144,182	2,975,144	1,604,975
Minority Interest	(72,180)	(47,515)	14,897	(19,918)	(992)
Profit attributable to Group shareholders	5,361,568	4,078,317	3,159,079	2,955,226	1,603,983
Earnings per share (Basic)	112k	138k	126k	150k	107k
Dividend per share (Basic)	77k	70k	60k	83k	40k

Five - Year Financial Summary

BANK:

	<u>2005</u> N'000	<u>2004</u> N'000	<u>2003</u> N'000	<u>2002</u> N'000	<u>2001</u> N'000
ASSETS:					
Cash and short-term funds	46,293,166	30,861,568	31,144,698	23,214,944	16,683,277
Investments	32,333,424	24,114,796	6,530,411	3,830,625	5,706,059
Loans and advances	65,035,248	43,675,606	30,663,550	17,573,538	12,073,119
Other facilities	-	-	-	4,434,662	2,844,084
Advances under finance lease	920	5,682	154,482	73,686	-
Other assets	16,593,043	15,788,347	10,124,492	6,613,363	2,146,898
Equipment on lease	241,967	1,229,433	1,915,185	1,503,752	110,729
Fixed assets	7,399,936	4,022,808	2,777,913	2,047,825	1,340,601
Total assets	167,897,704	119,698,240	83,310,731	59,292,395	40,904,767
LIABILITIES:					
Deposits and other accounts	95,563,587	74,222,497	51,067,765	31,372,594	24,138,561
Other facilities	-	-	-	4,479,456	2,872,812
Other liabilities, including tax and dividend payable	31,956,293	30,331,961	20,660,163	13,725,292	9,866,068
Long term borrowings	6,909,788	3,525,804	1,921,382	-	-
Total liabilities	134,429,668	108,080,262	73,649,310	49,577,342	36,878,590
Net assets	33,468,036	11,617,978	9,661,421	9,715,053	4,026,177
CAPITAL AND RESERVES:					
Share capital	3,000,000	1,500,000	1,250,000	1,000,000	750,000
Share premium	21,391,928	2,172,666	2,172,666	2,172,666	-
Other reserves	9,076,108	7,945,312	6,238,755	4,777,316	3,276,177
SHAREHOLDERS' FUND	33,468,036	11,617,978	9,661,421	7,949,982	4,026,177
Gross earnings	23,833,771	18,053,377	16,050,075	10,898,091	6,840,527
Profit on ordinary activities before taxation	6,527,537	4,833,256	4,144,919	3,107,315	2,050,323
Exceptional income / (charges)	476,706	196,469	(342,419)	(450,666)	-
Taxation	(1,673,447)	(973,168)	(591,061)	(516,294)	(546,629)
Profit on ordinary activities after taxation	5,330,796	4,056,557	3,211,439	2,140,355	1,503,694
Extra-ordinary income	-	-	-	940,913	-
Profit after taxation and extraordinary income	5,330,796	4,056,557	3,211,439	3,081,268	1,503,694
Earnings per share (Basic)	110k	135k	128k	154k	100k
Dividend per share (Basic)	77k	70k	60k	83k	40k

Shareholders' Information

The Bank was registered as a private company on 20 July, 1990. It became a public limited company on April 2, 1996, and its shares were listed on the Nigerian Stock Exchange on 9 September, 1996. Since the listing, the Bank has paid dividends and issued bonus shares as indicated hereunder:

Financial Year Ended	Dividend No.	Final or Interim	Net Unclaimed Amount	Amount Paid Per 50 Kobo Share
28/02/97	10	Interim	78,657.15	25 kobo
28/02/97	11	Final	Nil	50 kobo
28/02/98	12	Interim	167,360.00	10 kobo
28/02/98	13	Final	15,053.93	10 kobo
28/02/99	14	Interim	241,631.16	7 kobo
28/02/99	15	Final	448,933.42	12 kobo
29/02/00	16	Interim	4,375,884.83	10 kobo
29/02/00	17	Final	349,325.06	23 kobo
28/02/01	18	Interim	2,321,532.56	12 kobo
28/02/01	19	Final	20,323,079.87	28 kobo
28/02/02	20	Interim	14,819,354.33	33 kobo
28/02/02	21	Final	27,841,783.30	50 kobo
28/02/03	22	Interim	9,010,705.09	25 kobo
28/02/03	23	Final	28,225,758.59	35 kobo
29/02/04	24	Interim	12,264,720.62	25 kobo
29/02/04	25	Final	62,029,215.82	45 kobo
28/02/05	26	Interim	78,221,919.52	25 kobo

SCRIP ISSUE			
Financial Year ended	To Shareholders' as at	Amount Capitalized	Ratio
28/02/97	30/06/97	₦300,000,000	3 for 2
28/02/98	06/07/98	₦250,000,000	1 for 2
28/02/02	24/04/02	₦250,000,000	1 for 4
28/02/03	13/05/03	₦250,000,000	1 for 5
28/02/04	14/05/04	₦500,000,000	1 for 3

UNCLAIMED DIVIDEND CERTIFICATES

Our records indicate that some dividend warrants and bonus share certificates have been returned unclaimed for various reasons. A list of unclaimed dividends for dividend payment number 26 is contained in this Annual Report. Please contact the Registrar (United Securities Limited, Niger House, 3-5 Odunlami Street, Lagos) for a re-issue of any unclaimed dividend warrant, or share certificate.

Board of Directors



Prof. Mosobalaje O. Oyawoye
Chairman



Mr. Olutayo Aderinokun
Managing Director



Mr. Olusegun Agbaje
Deputy Managing Director



Mr. Adetokunbo Adesanya
Director



Owelle G. P. O. Chikelu
Director



Alhaji Abba M. T. Habib
Executive Director

Board of Directors



Mr. Tajudeen Adeola
Director



Alhaji Mohammed Jada
Director



Mr. Victor Osibodu
Director



Mrs. Mosun Olusoga
Executive Director



Mr. Babajide Ogundare
Executive Director



Mrs. Cathy Echeozo
Executive Director



Mr. Kolapo Omidire
Company Secretary

VISION

We are a team driven to deliver the utmost in customer service.

We are synonymous with innovation, building excellence and superior financial performance; and creating role models for society.



MISSION

We are a high quality financial services provider with the urge to be the best at all times whilst adding value to all stakeholders.

Looking Back, Moving Forward...

As a successful Nigerian bank, our activities continue to generate enormous productivity and efficiencies for our various stakeholders, and ourselves both locally and overseas. Throughout the twelve months under review, we were receiving awards, opening new branches, supporting our various host communities or pulling off one successful transaction or the other. Beyond that, we were also busy providing excellent customer service, innovating and creating a climate of growth for the economy.

Here are highlights of some of the Bank's activities during the financial period under review:

March 2004

The Bank commenced the 2004 / 2005 financial year with a new corporate structure and a renewed focus on our strategic objectives.

Began a new correspondent banking relationship with Nordea Bank Sweden AB, the largest financial services group in the Nordic and Baltic Sea region, covering Sweden, Finland, Denmark and Norway.

Flagged off the Bank's Adopt-A-School programme with the adoption of two schools in the Lagos area - St. George's Boys and Girls Primary School, Falomo, Ikoyi, Lagos.

The Bank was awarded the "Leading Maritime Bankers Award" for superior customer service delivery to the maritime industry by The Nigerian Economic Watch Group.

Credit Market Magazine bestowed the Bank with their "Financial Integrity Award" for our trademark culture of professionalism, integrity and ethics.

The Bank received the "2004 Best Consumer Sensitive Bank Award" based on a consumer sensitivity poll jointly conducted by the Nigerian Consumer Sensitivity Awards and ThisDay Newspapers.

April 2004

The Central Bank of Nigeria began a new settlement banking regime. Guaranty Trust Bank plc was one of seven settlement banks in the financial services industry appointed by the apex bank to clear cheques and other instruments for and on behalf of other banks.

The Bank became a direct agent of Western Union Money Transfer Corporation.

The Bank initiated the "Book Easy, Pay Easy, Fly Easy" scheme with British Airways.

May 2004

The Bank held its 14th Annual General Meeting and declared a 1 for 3 bonus issue and a full year dividend per share of 70 kobo for shareholders.

Shareholders approved the N10.6 billion public offer

The Bank engaged financial press and stock market players at "Facts Behind the Figures" session at the Nigerian Stock Exchange. Future strategic plans were also unveiled.

The Guaranty Trust Bank – Lagos Business School Course for Reporters was held.



Aaa

Looking Back, Moving Forward...cont'd

June 2004

2004/2005 first quarter results showed a 28% growth in key performance indicators against the corresponding previous quarter.

The Bank's Public Offer Completion Board Meeting was held.

The Bank secured a \$25 million facility from the International Finance Corporation (IFC).

The ₦10.6 billion public offer commenced.

July 2004

The Bank retained its Agosto & Co. Triple A (Aaa) risk asset rating.

Guaranty Trust Bank Investor Fora - public offer road shows - held across the country.

Media and industry operators acknowledged the creative and technological dexterity of the Bank's public offer marketing campaign.

The Bank's 2004 public offer period closed.

August 2004

The Bank's Insurance subsidiary, Heritage Assurance Company Ltd, changed its name and legal form to Guaranty Trust Assurance Limited, reflecting its new status under the Guaranty Trust Group.

The first phase of the Bank's Adopt-A-School programme began with renovation works on St. George's Boys and Girls Primary School, Ikoyi, Lagos. The search for needy schools in other parts of the country also began.

The Bank opened new service stations at Surulere, Creek Road - Apapa, Oba-Akran Avenue - Ikeja and Oregun all in Lagos. Other service stations were opened in Maitama in Abuja and Gombe in Gombe State.

September 2004

Nigeria's print media industry celebrated the Bank's pioneering Wrap-Around advert concept deployed on Day One of the public offer, which set the stage for a media blitz by other corporate imitators.

October 2004

Consequent upon the public offer, the Bank's capital base grew to ₦34 Billion, well in excess of the ₦25 billion minimum capital prescription for banks by the Central Bank of Nigeria.

The Securities and Exchange Commission reported that the Bank's ₦10.6 billion public offer (PO) was a successful exercise as investors ploughed in slightly over ₦23 billion into the Bank, indicating a 211% subscription to the offer.

2004/2005 half-year financial results showed net assets (shareholders' funds) of ₦12.6 billion as at August 31, 2004.

The Bank declared a 25 kobo per share interim dividend to shareholders.

A Memorandum of Understanding for a merger with Inland Bank Plc was signed.

Customer Care Units were set up to serve as information and service hubs to customers all over the country.

Corporate Planning and Group Co-ordination Unit was established to cater for the Bank's investments in small and

Looking Back, Moving Forward...cont'd

medium-scale enterprises, financial and non-financial institutions.

Four new service stations in Awka, Anambra State; Osogbo in Osun State, Lafia in Nassarawa State, and in Gusau, capital of Zamfara State were opened, bringing the Bank's urban and semi urban nationwide network to 50.

November 2004

Cranfield University School of Management, Cranfield, Bedfordshire, United Kingdom published a case study on the Bank profiling our corporate behaviour as a leading brand in Africa.

The Bank obtained a \$25 million investment facility from Netherlands Development Finance Company (FMO).

In a landmark deal involving 15 local and foreign banks, the Bank was the lead arranger for a \$200 million medium-term facility for MTN Nigeria Communications Ltd.

December 2004

The Bank won the 2004 Pearl Award for Sectoral Leadership in the Banking category.

Investors in the Bank's Initial Public Offer (IPO) in 2001 have recorded close to 500% returns on their investment to date.

January 2005

The Bank took part in the 2nd Ogun State Economic & Investment Summit.

Merger talks with Inland Bank Plc were suspended.

February 2005

The Bank won the Thisday "Bank of the Year" award for excellent corporate and operational performance in 2004.

The Bank ended the financial year with excellent results as financials met and surpassed 2005 and 2006 public offer projections.



Bank of the Year 2004

NON – FINANCIAL HIGHLIGHTS

Beyond our core business activities and other strategic interests in the financial services industry, Guaranty Trust Bank plc also engages civil society and various corporate, civic and non-governmental bodies in the Nigerian environment.

This way, we satisfy the economic, social and ethical rationale of banking.

Bank of the Year

Bank won the coveted ThisDay “Bank of the Year” Award for excellent corporate and operational performance in 2004.

Healthcare

The Massey Street Children’s Hospital in Lagos continues to enjoy our support.



Training

Over 150 graduates benefit from Guaranty Trust Bank’s training school programme annually. 96% of the trainees get absorbed into the Bank · Management and staff continue to receive the best local and offshore training through Harvard Business School, IMD Lausanne, INSEAD, Lagos Business School, Phillips Consulting, IBFC Agosto, FATE Foundation and several others.

Education

Extending our corporate social responsibility focus into Education, the Bank adopted St Georges Boys & Girls Primary School, Ikoyi, Lagos during the year. A precursor to similar programmes planned for schools in other parts of the country.

Non - Financial Highlights cont'd

Heuristics & Corporate Culture

Already the subject of three case studies by Harvard Business School, Cranfield University's School of Management in the United Kingdom also conducted a Brand marketing case study on the ethics and culture of the Bank in the last 15 years.

Conferences & Summits

The Bank sponsors, supports and participates in several local and offshore economic, investment and brand marketing summits – The Nigerian Economic Summits; The External Branding & Internal Corporate Image Management Conference in Johannesburg, South Africa; Africa Recruit job fairs and conferences in Lagos and London, United Kingdom; the Lagos State Economic Summit; the Ogun State Investment & Economic Summits and several others.

Art

The Bank continues to expand its investments and endowments in the Arts & Entertainment industries; supporting theatre and music groups, sponsoring recitals, societies, institutions, visual artists, etc.

Brand Engagement

Local brand consultants, Alder Consulting rates the Bank the best brand in the financial services sector business for 2003 and 2004.

Stock Market Leader

Awarded the coveted Nigerian Stock Exchange President's Merit Award for the 3rd time for outstanding financial performance, transparent, ethical and professional conduct of its affairs during the 2002 and 2003 financial periods.

Customer Service Champions

Winner of 2003 Consumer Sensitivity Award, 1st Prize in Banking industry.



Guaranty Trust Bank plc



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Our Corporate Governance



Our Corporate Governance

Corporate Governance tenets in Nigeria were formally codified in October 2003 by the Securities and Exchange Commission (SEC) and are contained in the publication titled, "Code of Corporate Governance in Nigeria." The publication outlines a code of best practices for the board of directors of public and privately owned Nigerian companies, shareholders, disclosures and transparency in financial matters including the composition and terms of reference for audit committees.

Guaranty Trust Bank plc's corporate governance practices are in line with the SEC directive and are reflected in the way we manage to hold the balance between our economic and social interests and between individual and communal goals. It refers to the manner in which our institution is directed and the laws and customs affecting that direction. It therefore encompasses

authority, accountability, stewardship, leadership, direction and control.

One of the reasons for the Bank's market leadership in Nigeria and growing offshore reputation is the fact that it discharges its corporate, social and statutory responsibilities as and when due and has benchmarked itself against international best practices, long before it became a subject of public discourse in Nigeria, and in the rest of Africa.

A cursory appraisal of the Bank's operation attests to the fact that the Bank championed the adoption and promotion of best practices within the nation's financial services industry. Its Code of Professional Conduct describes the common ethical standards, policies and procedures of the Bank and this is affirmed to in writing by all employees of the Bank annually. These relate to professional performance; integrity and objectivity; confidential customer information; conflict of interest; personal restrictions; employee accounts with other

financial institutions; staff engagement; use of the corporate name and logo; sanctions and other procedures. Other key corporate governance indicators for the Bank are:

Board of Directors

This is composed of a non executive Chairman, and executive and non executive directors with high level of competencies and enviable records in their respective fields. The Board meets regularly, ensures that an objective and professional relationship is maintained with the Bank's auditors and promotes transparency in financial and non-financial reporting. The chairman and directors emoluments including their stock holding information are also disclosed in the Bank's corporate and financial reports.

Shareholders' Rights & Privileges

The Bank through its board of directors ensures that shareholders' statutory and general rights are protected at all times. The Bank also maintains excellent relationships with the

country's various shareholder associations. The Investors' Relations Unit caters for the Bank's growing investor base and liaises with the Bank's Registrar to ensure that shareholding matters are given prompt and adequate attention.

Audit Committee

This is established in accordance with the Companies Allied & Matters Act (CAMA) Section 359 (3&4) and it comprises dedicated individuals with proven integrity who are independent of the Bank's management and have a thorough understanding of the Bank's business affairs including the associated risks and controls put in place to mitigate those risks.

It is also instructive to note that our corporate culture has also attracted the attention and scrutiny of prominent institutions like the Lagos Business School, Harvard Business School, and the United Kingdom based Cranfield University's School of Management, all of whom have published case studies on the Bank.

Corporate Social Responsibility



We Care ...

The co-existence of poverty and affluence is one of the paradoxes of the African environment. No amount of money could ever be enough to ease the suffering and pain that exists around us. We have however discovered that sometimes caring a little bit more could go a long, long way. Education and healthcare standards have taken a stiff dip in recent times and despite increased public sector funding, it seems like the “scars and sores of society” keep getting bigger.

The involvement of the private sector in these public affairs is therefore important. As responsible corporate citizens, the various locations of Guaranty Trust Bank plc continue to be active members of their various host communities, supporting worthy causes, helping to entrench standards and upgrading neighbouring institutions. Our contributions to society and to human development in the financial year under review are numerous. A few highlights:

Children’s Health

The eponymous Massey Street Children’s Hospital resides right in the centre of the old Lagos district in what is now downtown Lagos, popularly referred to as *Isale Eko* in the indigenous Yoruba tongue.

Barely five minutes walk from the Lagos Marina, the Nigerian Stock Exchange and other financial institutions, the paediatric hospital is right next to the central business district, religious houses and the Lagos central market.

Our relationship with this specialist hospital which serves the childcare needs of Lagos (official population: 12 million) began in 1996 after a visit to the hospital drew our attention to its dilapidated state. As part of our rehabilitation project, we undertook infrastructure repairs, bought new incubators, fixed new water pumps, procured new equipment and unfailingly celebrate annual festive seasons with staff and patients of the facility. The Bank also has an equipment maintenance agreement with the hospital which we honour every quarter.

Still under the management of the local government authority, the Bank's relationship with the Massey Street Children's Hospital is certainly akin to that between a mother and her child. The authorities and management of the facility continue to acknowledge our modest contributions in writing. But no letter can ever replace or convey the joyful mien of a happy mother as she strolls out of Massey Street cuddling her healthy baby.

Support for the Arts

One of the silent realities of the Bank is our passionate and unwavering support for the various genres of Art.

Take a closer look at our buildings, for instance. All Guaranty Trust Bank branches in Nigeria and the subsidiaries offshore, are architectural delights with a distinctive appeal that combine the look and feel of modern technology with the efficiency and harmony that comes from blending well with the environment.

Once inside these buildings, you are surrounded by the arts and culture – the sights, sculptures and images - of Nigeria. This classy ambience says a lot about how we like to treat our people, customers and staff alike. Works of art adorn our banking halls and offices nationwide and our corporate collection of Nigerian and African art, built up over the last 15 years, now consists of well over 500 pieces.

Our appreciation of and proactive relationship with the arts and entertainment industry can also be seen through our sponsorships of indigenous artists, musical groups, societies, drama premieres, recitals, art and film festivals, exhibitions and events. We continue to increase our financial and advisory support to small-scale players in the arts and entertainment industry through our Small and Medium Industries Equity Investment Scheme (SMIEIS).

We are proudly African, contributing to the various successes recorded by Nigerian and African artists.

Adopt-A-School Scheme

The Board and Management of the Bank have endorsed a plan to adopt a school within the community around the Lagos Island head office and assist in bringing it up to standard. The adoption

is for the long-term and will entail rehabilitation of the school's structures and provision for the much-needed teaching aids to help motivate both teachers and pupils. The initiative is in collaboration with the local government authority, which mooted the idea in late 2003.

Our adopted school - St. George's Boys and Girls Primary School, Falomo, Ikoyi - has about 900 children. Formerly a missionary-run school during pre and post-colonial times, it has since been abandoned and left under the care of the local authorities.

The facilities are barely adequate for 500 pupils. A preliminary assessment of its needs commenced in February 2004 preparatory to a total overhauling which has now turned the once decrepit, old school into a new environment.

Our intentions are altruistic, borne purely out of a need to develop these young minds and possibly encourage other organisations to adopt a school or similar project in their host communities.



Investors' Relations

The Bank's Investors' Relations Management Unit was set up for the specific purpose of bridging the communications gap between our shareholders and our Registrar.

The unit caters for the Bank's growing investor base and liaises with the Bank's Registrar to ensure that shareholding matters are given prompt and adequate attention.

In 1990 when the Bank was founded, its shareholders consisted of only a group of individuals, some of whom were on the board as executive and non-executive directors.

When the Bank got listed on the Nigerian Stock Exchange six years later in September, 1996, it acquired, almost overnight, hundreds of thousands of new owners. Subsequently, our initial public offer in 2001 was oversubscribed and our shareholder base has since then continued to grow.



Our N10.6 billion Public Offer during the 2004 / 2005 financial period was also a hugely successful exercise; recorded about 211% subscription, as investors ploughed in slightly over ₦23 billion in the offer.

The Bank's profile and market position has thus been further enhanced by these activities and anyone who had invested in the Bank in 2001 at the onset of our IPO would have reaped well over 500% returns on their investment as at the end of the 2004 / 2005 financial year on February 28, 2005.

Guaranty Trust Bank plc is one of the most actively traded securities on the stock exchange. The Investor Relations' Management desk ensures that Guaranty Trust Bank plc-shareholder ties are always healthy and that dividend warrants, share certificates and other authentic and relevant information about the Bank and shareholder investments are communicated or dispatched to shareholders regularly.



Guaranty Trust Bank plc

Our New Logo

For a bank like Guaranty Trust Bank plc, which is able and willing to entrench global standards locally, a new phase of existence usually requires a new, much improved corporate image.

The last 15 years of the Bank's existence has witnessed tremendous growth. As we step into the future we would be doing so with a new corporate logo, which captures the very essence of our various relationships.

Our new logo is youthful, bold, precise, vibrant, attractive and the next evolutionary stage from the old one. Here's announcing the arrival of the new, fresh face of Guaranty Trust Bank plc.



Guaranty Trust Bank plc

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Map of West Africa

Guaranty Trust Bank (Gambia) Limited

Despite being barely three years old, Guaranty Trust Bank (Gambia) Limited is the acclaimed leader in customer service delivery and use of appropriate technology in The Gambia. The Bank was the first to launch Telephone Banking services in the West African country and has therefore become the benchmark for excellent customer service in Gambia's financial services sector.

According to a recent report in the *Daily Observer*, a Gambian newspaper: "The name Guaranty Trust Bank (GTB) represents a seal on quality service in modern banking, a new chapter in The Gambian banking industry and an eye-opener to pan-African monetary transactions. With a concept of indigenusness and a policy of nothing but the best, Guaranty Trust Bank is spreading like wild fire on the continent..."

Guaranty Trust Bank (Gambia) Limited was licensed by the Central Bank of the Gambia to operate full commercial banking activities on the 5th of March 2002. The Bank's Head Office is a purpose-built premises, designed to create a delightful banking environment for its customers.

The Bank offers a wide range of commercial banking services and products for individuals, corporations, international institutions and public sector organizations.

Guaranty Trust Bank (Gambia) Ltd is a part of Guaranty Trust Group with sister companies in Ghana, Sierra Leone and Nigeria. It is a subsidiary of Guaranty Trust Bank plc, a leading Nigerian bank.

Able to arrange large foreign currency denominated credit facilities on a medium to long-term basis thanks to its offshore links, the Bank is well on its way to carving a

wide niche for itself thanks to its support for and focus on the manufacturing, agriculture, tourism and trade sectors of the Gambian economy.

There are only two Nigerians on the 80-man strong staff list, underscoring the fact that this is truly a Gambian bank even though its origins may be in Nigeria. Through its support for various projects, the Bank has had a positive influence on Gambian society:

- It was the anchor and lead bank for the Bankers Against HIV/AIDS in The Gambia project
- It pioneered directional street signage in the country
- Provided Zebra crossing for school kids, and
- It is currently a major sponsor of academic prizes for outstanding academic achievement in University of The Gambia, annually.

In an economy with seven commercial banks, Guaranty Trust Bank (Gambia) Limited is poised to be the market leader and preferred financial services provider for leading corporate and public sector clients. With banks like this in The Gambia, this small but growing West African market is certainly poised for more growth.

Contact Information:

Guaranty Trust Bank (Gambia) Limited
56 Kairaba Avenue, Fajara KSMD
P.O. Box 1958, Banjul
Tel: (+220) 4376371-5.
Fax: (+220) 4376380.
Email: corpaff@gambia.gtbplc.com
Website: www.gambia.gtbplc.com



Map of West Africa

Guaranty Trust Bank (Sierra Leone) Limited

Guaranty Trust Bank (Sierra Leone) Limited commenced operations in January 2002 following the successful acquisition of 90% stake in the former First Merchant Bank of Sierra Leone Limited and the subsequent change of name and management thereafter by Guaranty Trust Bank plc of Nigeria.

The management immediately embarked on capacity building to re-position the Bank to deliver the high quality banking services that the Guaranty Trust Group is well known for. So far, the Bank has carved a niche as a reference point for quality customer service delivery with clear cut relationship management skills, efficient transaction processing and the deployment of up to date Information Technology infrastructure, which is used for

the Bank's on-line, real time transaction processing and service delivery.

The Bank now enjoys a significant share of the corporate banking business and scored an industry first when it created a strategic business unit to manage the diamond and allied minerals export business sub sectors. Diamonds and other solid minerals account for over 90% of Sierra Leone's foreign exchange earnings.

It is significant to note that the Guaranty Trust Bank plc got into Sierra Leone just as the country's protracted civil war was ending. Even as the country's private sector continues to grapple with the sordid reality of neglect, poor investment and the negative effects of the civil war,

the Bank is proud to be involved in the social and economic reconstruction of Sierra Leone. The diamond industry has been reactivated, and with the peace process on track, activity in this area has improved, opening the hinterland for mining activities.

Guaranty Trust Bank's presence in Freetown can only be a catalyst for accelerated social and economic development in Sierra Leone. The staff strength of the bank is 71, out of which 69 (97%) are Sierra Leonean, and 2 (3%) Nigerians.

The Bank is currently grooming young Sierra Leoneans to serve as role models in the post-war development of the financial services industry.

Contact Information:

Guaranty Trust Bank (Sierra Leone) Limited
Sparta Building, 12 Wilberforce Street
Freetown, Sierra Leone.

Tel: (+232) 220232.

Fax: (+232) 228318.

Email: gtbsl@sierratel.sl

Corporate Information

The Bank was reorganized into two arms, namely Operations and Marketing, at the beginning of the 2004/2005 financial year in March 1, 2004. This new functional configuration aligns the Bank's human and material resources in its Marketing Teams with the country's geographical zones and recognizes the expanding economic and business opportunities within and across these regions. It also addresses market competition issues and our internal operations teams with a view to generating better efficiencies.

EXECUTIVE OFFICE	
TAYO ADERINOKUN SEGUN AGBAJE	MANAGING DIRECTOR DEPUTY MANAGING DIRECTOR
CORPORATE SERVICES DIVISION	
TAYO ADERINOKUN LEKAN SANUSI MORAYO OYELEKE GEORGE UWAKWE GBENGA ALADE	DIVISIONAL HEAD CORPORATE PLANNING HUMAN RESOURCES GROUP SYSCON GROUP RISK MANAGEMENT GROUP
INTERNAL SERVICES DIVISION	
DOLAPO OGUNMEKAN TAYO ASUPOTO TUNDE OLAGBAJU LOLA ODEDINA OSA AIWERIOGHENE	DIVISIONAL HEAD ADMINISTRATION GROUP FINCON / STRATEGY COMMUNICATION & EXTERNAL AFFAIRS LEGAL UNIT
OPERATIONS DIVISION	
RONKE BAMMEKE SADIQ BELLO KAFILAT ARAOYE AARON MOSUGU	DIVISIONAL HEAD TRANSACTION SERVICES GROUP SETTLEMENT GROUP TECHNOLOGY GROUP
INSTITUTIONAL BANKING DIVISION	
SEGUN AGBAJE AKINWUNMI OGUNBIYI TILEWA ADEBAJO MIRIAM OLUSANYA CATHY ECHEOZO BOLAJI LAWAL	DIVISIONAL HEAD OIL & GAS GROUP TELECOMMUNICATIONS GROUP TREASURY GROUP CORPORATE BANKING GROUP CORPORATE FINANCE GROUP
LAGOS DIVISION	
TITI OSUNTOKI	DIVISIONAL HEAD
SOUTH WEST DIVISION	
MOSUN OLUSOGA	DIVISIONAL HEAD
SOUTH EAST DIVISION	
AKU ODINKEMELU	DIVISIONAL HEAD
ABUJA & NORTH CENTRAL DIVISION	
JIDE OGUNDARE	DIVISIONAL HEAD
NORTH EAST DIVISION	
ABBA HABIB	DIVISIONAL HEAD
NORTH WEST DIVISION	
SIRAJ ABDULLAHI	DIVISIONAL HEAD
SUBSIDIARIES	
DEJI ALLI	MD, ASSET & RESOURCE MANAGEMENT COMPANY LIMITED
AYO RICHARDS	MD, GUARANTY TRUST BANK (GAMBIA) LIMITED
DOLAPO OGUNDIMU	MD, GUARANTY TRUST BANK (SIERRA LEONE) LIMITED
TOSIN RUNSEWE	MD, GUARANTY TRUST ASSURANCE LIMITED



Guaranty Trust Bank plc

Corporate Directory

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Head Office

Guaranty Trust Bank plc

Plural House,
Plot 1669, Oyin Jolayemi Street,
Victoria Island, Lagos.
Tel: 01 - 2622652 - 64, 3201100.
Fax: 01 - 2622651, 2622706.
Internet Address: www.gtbplc.com
E-mail: corpaff@gtbplc.com

Subsidiaries

Guaranty Trust Bank (Gambia) Limited

56 Kairaba Avenue, Fajara KSMD,
P.O. Box 1958 Banjul, The Gambia.
Tel: (+220)4376371-5.
Fax: (+220)4376380.
E-mail: corpaff@gambia.gtbplc.com.

Guaranty Trust Bank (Sierra Leone) Limited

Sparta Building, 12 Wilberforce Street,
Freetown, Sierra Leone.
Tel: (+232)220232.
Fax: (+232)228318.
E-mail: gtbsl@sierratel.sl

Guaranty Trust Assurance Limited

Heritage Plaza,
Plot 928A, Bishop Aboyade Cole Street,
Victoria Island, Lagos, Nigeria.
Tel: 01-2701560 – 5.
Fax: 01 – 4613284.
Internet Address: www.gtalimited.com
E-mail: info@gtalimited.com

Asset & Resource Management

1, Mekuwen, Road,
Ikoyi, Lagos.
Tel: 2692097, 2692976, 2690056.

Affiliate Companies

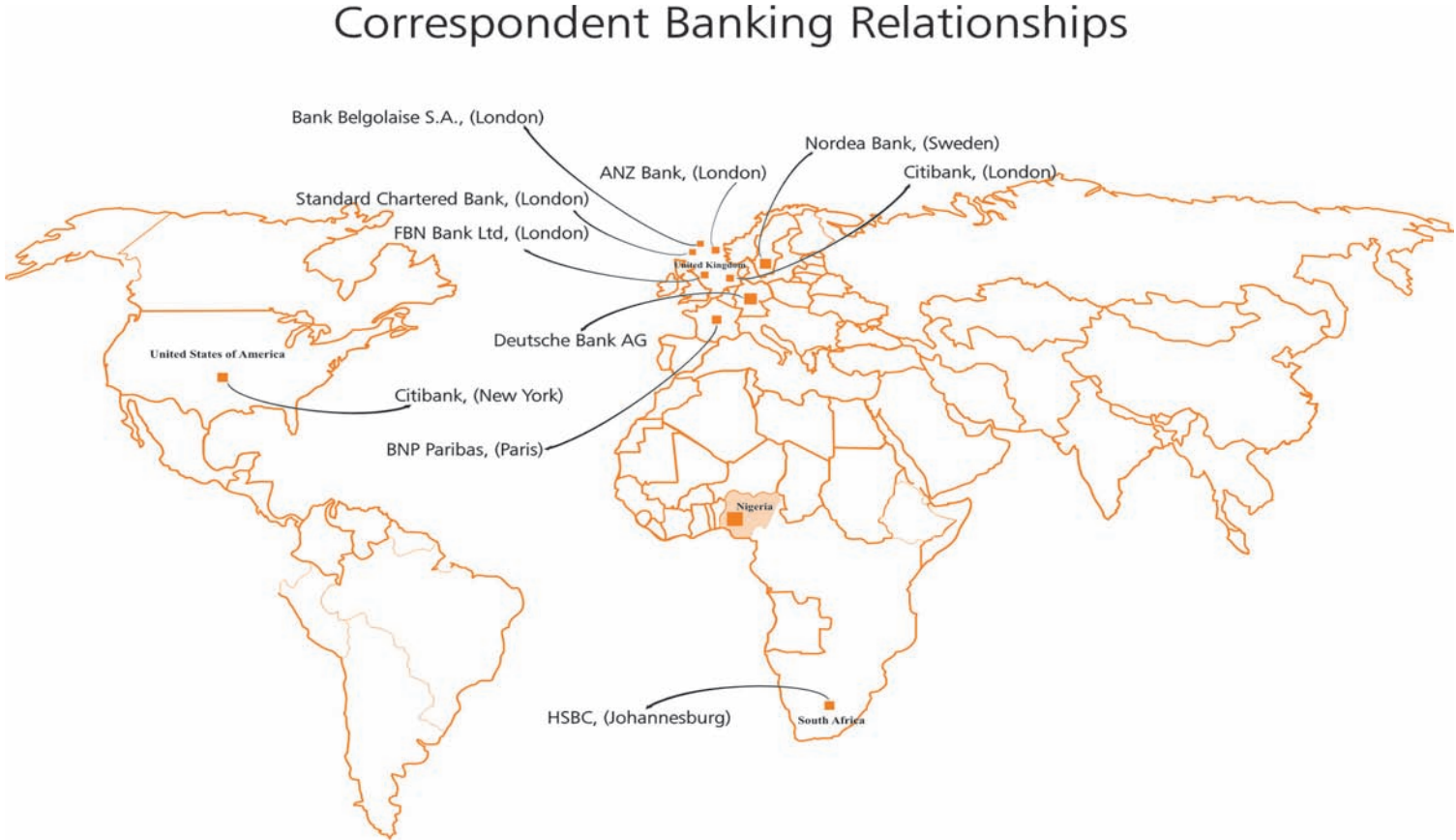
Kakawa Discount House

20, Marina,
Lagos Island.

ValuCard Nigeria Plc

3, Idowu Taylor Street,
Victoria Island, Lagos.
Tel: 2703010-4.

Correspondent Banking Relationships



Branch Network

ABA

28, Aba-Owerri Road,
Aba, Abia State.
Tel: 082-224033, 220560.
Fax: 082-23439.

ABAKALIKI

Plot 35A, Block B. Ogoja Rd,
Abakpa, Abakaliki, Ebonyi State.
Tel: 043-222179, 222183, 221930,
221335.

ABA ROAD, PORT HARCOURT

Plot 279A, Tombia Street,
Off Aba Road, Port Harcourt,
Rivers State.
Tel: 084-237516-7, 232324.

ABEOKUTA

IBB Boulevard Ibara,
Abeokuta, Ogun State.
Tel: 039-245797, 245696.

ADEOLA ODEKU, VICTORIA ISLAND, LAGOS

56A, Adeola Odeku Street,
Victoria Island, Lagos State.
Tel: 01-4610200-2.

ADETOKUNBO ADEMOLA, VICTORIA ISLAND, LAGOS

Plot 714, Adetokunbo Ademola
Street, Victoria Island,
Lagos State.
Tel: 01-4611783-7, 2705340-44
2629181-85, 2629160-64.

ADEYEMO ALAKIJA, VICTORIA ISLAND, LAGOS

The Plaza,
6, Adeyemo Alakija Street,
Victoria Island,
Lagos State.
Tel: 01-2601760-9, 3201086-95
Fax: 01-2616963.

ADO-EKITI

Secretariat / Iyin Road,
Ado-Ekiti, Ekiti State.
Tel: 030-251598, 250923,
251424, 250107, 250242, 250300.

AKURE

16, Oba-Ile/Owo Road,
Akure Ondo State.
Tel: 034-244795-6
Fax: 034-244794.

ALLEN AVENUE, LAGOS

82/84, Allen Avenue,
Ikeja, Lagos State.
Tel: 01-2704267-9, 4978060-2.

ASABA

457, Nnebisi Road,
Asaba, Delta State.
Tel: 056-282687-8.

ASPAMDA, LAGOS

Aspamda Plaza, ARI Zone A,
Trade Fair Complex, Off
Badagry Expressway,
Ojo-Lagos State.
Tel: 01-3208770-2.

AWKA

96, Nnamdi Azikiwe Avenue,
Awka, Anambra State.
Tel: 048-554017, 553966, 554380.
554380.

BANK ANTHONY WAY, IKEJA, LAGOS

Etiebet's Place,
21, Mobolaji Bank-Anthony
Way, Ikeja, Lagos State.
Tel: 01-4712756, 4976453,
4976451, 4976456, 4976490.

BAUCHI

NICON Building,
24A, Commercial Bank Road,
Bauchi, Bauchi State.
Tel: 077-546421, 545291, 544933.

BENIN

35B, Sapele Road,
Benin, Edo State,
Tel: 052-257339,
254865, 259970.

BODE THOMAS, LAGOS

94B, Bode Thomas Street
Surulere, Lagos State.
Tel: 01-5852465-7, 2703865-7.

BODIJA, IBADAN

Commercial Plot 6A,
UI-Secretariat Road,
Bodija, Ibadan, Oyo State.
Tel: 02-8101854, 8101863-65,
8101877-78, 8101888-93.

BROAD STREET, LAGOS

82/86, Broad Street,
Lagos State.
Tel: 01-2665480-2, 2641100,
2666232.

CALABAR

Crosstrade Building,
(Former Leventis Building),
Calabar Road,
Calabar, Cross River State.
Tel: 087-238424-33.

COMMERCIAL AVENUE, APAPA, LAGOS

4, Commercial Avenue,
Doyin House,
Opp. Eleganza Plaza,
Apapa, Lagos State.
Tel: 01-5451059, 2704231-5.

CREEK ROAD, APAPA, LAGOS

35, Creek Road,
Apapa, Lagos State.
Tel: 01-2704253-5
Fax: 01-5803880.

DAMATURU

Potiskum Road,
Damaturu, Yobe State.
Tel: 074-521600-9.

DUTSE

Plot 727, Kiyawa Road.
Dutse, Jigawa State.
Tel: 064-721474, 721415
721053, 721503, 721565.

ENUGU

1 Ogui Road,
Enugu, Enugu State.
Tel: 042-253061, 254085,
254072, 254073.

GARKI, ABUJA

Plot 1072 J.S Tarka/Faskari Street,
Opp. Union Bank Garki
Area 3, Abuja FCT.
Tel: 09-2346248-54, 2346250-5.

GOMBE

Plot 45 Gombe Residential
& Trading Layout.
Gombe, Gombe State.
Tel: 072-221449, 622819.

GUSAU

5 Sani Abacha Way,
Gusau, Zamfara State.
Tel: 063-202913-22.

IBAFON, LAGOS

1 Bakare Street
Ibafon, Apapa Expressway
Lagos State.
Tel: 01-8190708, 8190182,
8190187, 8190086, 8190743.

IKOSI, LAGOS

Plot A3C Ikosi Road
Oregon Industrial Estate
Ikosi, Lagos State.
Tel: 01-8190652, 8190159,
8994501, 8190036, 8190167,
8991161.

IKOYI, LAGOS

78 Awolowo Road,
Ikoyi, Lagos State.
Tel: 01-4611771-5.

ILORIN

1 Wahab Folawiyo Road,
Ilorin, Kwara State.
Tel: 031-222913, 222900,
222869. Fax: 031-222859.

ILUPEJU, LAGOS

48 Town Planning Way,
Ilupeju, Lagos State.
Tel: 01-5553335-43,
5553348.

Branch Network

ISOLO, LAGOS

15 International Airport Road
Isolo, Lagos State.
Tel: 01-4529318, 4529290
4529282, 4529269, 4529440.

JALINGO

Hammanruwa Way,
Jalingo, Taraba State.
Tel: 079-223841, 223449, 222775,
224298, 222821, 223389, 222216.

JIMOH ODUTOLA ROAD, IBADAN

11B Jimoh Odutola Road,
Ibadan, Oyo State.
Tel: 02-2413779-82, 2413795,
2413903-4, 2413876, 2413889.

JOS

13B, Commercial Layout
Jengre Road
Jos, Plateau State.
Tel: 073-463629-32,
463635, 463638-40.

KATSINA

120, Ibrahim Babangida Way,
Katsina, Katsina State.
Tel: 065-433939, 433964.

LAFIA

Along Jos Road, (By NEPA
Sub-Station) Lafia,
Nasarawa State.
Tel: 047-222221, 222241,
222232, 222054, 222274, 222415.

LOKOJA

Plot 27, IBB Way
(By Kabba Road Junction),
Lokoja, Kogi State.
Tel: 058-222650-53.

MAIDUGURI

11, Baga Road,
Maiduguri, Borno State.
Tel: 076-233711, 233937.

MAITAMA, ABUJA

ETF House
Zambezi Crescent,
Maitama, Abuja FCT.
Tel: 09-4133291-3.

MAKURDI

41A, New Bridge Road,
Makurdi, Benue State.
Tel: 044-534790, 584591-2.

MARINA, LAGOS

49A, Marina, Lagos State.
Tel: 01-4611778-82, 2661505,
2661572-5, 2660137, 2660430,
2668332, 2661220.

MINNA

Paiko Road (Next to Niger
State Transportation
Corporation),
Minna, Niger State.
Tel: 066-221237, 221033, 223109
223110.

MURTALA MUHAMMED SQUARE, KADUNA

7/10 Murtala Muhammed
Square, Kaduna, Kaduna State.
Tel: 062-240103-9.

MURTALA MUHAMMED WAY, KANO

145, Murtala Muhammed Way,
Kano, Kano State.
Tel: 064-638851-5.

NNAMDI AZIKIWE EXPRESSWAY, KADUNA

Plots 9-11, Nnamdi Azikiwe
Expressway, Tudun Wada,
Kaduna.
Tel: 062-415780-6, 415788-90.

NNEWI

4, Edo Ezemewi Street,
Nnewi, Anambra State.
Tel: 046-462619, 462492.

OBA AKRAN, LAGOS

33, Oba Akran Avenue,
Ikeja, Lagos State.
Tel: 01-4976189, 2704816-8.

OGBA, LAGOS

Plot 4, Ijaiye Road,
Ogba, Lagos State
Tel: 01-8162900, 8959492, 4922723
4922978, 4921701, 4921502,
2300520-3.

ONITSHA

2, Cementary Road,
Onitsha, Anambra State.
Tel: 046-414014, 410344, 414479,
414227, 410256, 413114.
Fax: 042-252432.

OPEBI, LAGOS

14, Opebi Road
Ikeja, Lagos State.
Tel: 01-2711210-9.

OREGUN, LAGOS

100, Kudirat Abiola Way,
Oregun, Lagos.
Tel: 01-3451633, 2707160-1.

OSHOGBO

67, Gbongan Road,
Oshogbo, Osun State.
Tel: 035-240458, 243143.

OWERRI

Plot 265, Ikenegbu Layout,
Aladinma Ikenga Road, Owerri.
Imo State.
Tel: 083-231419, 235195.

SHELL CAMP AREA, PORT HARCOURT

215, Aba Road, Shell Camp Area
Port Harcourt, Rivers State.
Tel: 084-612730, 612719,
612705, 612767, 612775, 612703.

SOKOTO

101, Ahmadu Bello Way,
Sokoto, Sokoto State.
Tel: 060-239501-5.

TRANS-AMADI, PORT HARCOURT

44, Trans-Amadi Industrial
Layout, Port Harcourt,
Rivers State.
Tel: 084-237512-9.

UMUAHIA

Along Aba Road by Akanu
Ibiam Road
Umuahia, Abia State.
Tel: 088-224478, 224482, 224484,
224486, 224490, 224492, 224494,
224497, 224506-7.

UYO

26, Aka Road, Uyo,
Akwa Ibom State.
Tel: 085-2203361, 203377.

WARRI

85 Effurun/Sapele Road,
Effurun, Delta State.
Tel: 053-320201-4.

WUSE, ABUJA

Plot 211 Adetokunbo Ademola
Crescent, Cadastral Zone,
Wuse II, Abuja FCT.
Tel: 09-5240140-2.

YABA, LAGOS

216/218, Herbert Macaulay Road
Yaba, Lagos State.
Tel: 3425580-4, 5821007, 5821467,
5821271, 5821031.

YENAGOA

Barracuda Square, Ekeki-Epie
Area, Yenagoa/ Mbiama Road,
Yenagoa, Bayelsa State.
Tel: 089-490623-5.

YOLA

Plot 11 Galadima Aminu Way,
Jimeta, Yola, Adamawa State.
Tel: 075-627662, 627675, 625945.

ZARIA ROAD, KANO

Plot 22 Zaria Road.
Kano Municipal District,
Kano, Kano State.
Tel: 064-317562-67, 201720-24
973698-9.

PLURAL HOUSE

(HEAD OFFICE). Plot 1669, Oyin
Jolayemi Street. Victoria Island,
Lagos.
Tel: 01-2622652-64, 3201100.
Fax: 01-2622651, 2622706.