



**FINANCIAL REPORTING COUNCIL OF NIGERIA**  
**(Federal Ministry of Industry, Trade & Investment)**

**FRC/CG/001: TEMPLATE FOR REPORTING COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018**

**Section A: Introduction**

Corporate Governance is a key driver of corporate accountability and business prosperity. The Nigerian Code of Corporate Governance, 2018 (NCCG 2018) seeks to institutionalize corporate governance best practices in Nigerian companies. It is also aimed at increasing entities' levels of transparency, trust and integrity, and create an environment for sustainable business operations.

The Code adopts a principle-based approach in specifying minimum standards of practice that companies should adopt. Where so required, companies are required to adopt the "Apply and Explain" approach in reporting on compliance with the Code. The 'Apply and Explain' approach assumes application of all principles and requires entities to explain how the principles are applied. This requires companies to demonstrate how the specific activities they have undertaken best achieve the outcomes intended by the corporate governance principles specified in the Code.

This will help to prevent a 'box ticking' exercise as companies deliberately consider how they have (or have not) achieved the intended outcomes. Although, the Code recommends practices to enable companies apply the principles, it recognises that these practices can be tailored to meet industry or company needs. The Code is thus scalable to suit the type, size and growth phase of each company while still achieving the outcomes envisaged by the principles.

This form seeks to assess the company's level of compliance with the principles in the NCCG 2018. Entities should explain how these principles have been applied, specify areas of deviation from the principles and give reasons for these deviations and any alternative practice(s) adopted.

**Please read the instructions below carefully before completing this form:**

- i. Every line item and indicator must be completed.
- ii. Respond to each question with "Yes" where you have applied the principle, and "No" where you are yet to apply the principle.
- iii. An explanation on how you are applying the principle, or otherwise should be included as part of your response.
- iv. Not Applicable (N/A) is not a valid response.

S/No.	Items	Details
i.	Company Name	GUARANTY TRUST HOLDING COMPANY PLC
ii.	Date of Incorporation	July 24, 2020
iii.	RC Number	1690945
iv.	License Number	Final Approval has been granted by the CBN. We await the receipt of the certificate which bears the licence no. from the CBN
v.	Company Physical Address	Plot 635, Akin Adesola Street, Victoria Island, Lagos
vi.	Company Website Address	<a href="http://WWW.GTCO.COM">WWW.GTCO.COM</a>
vii.	Financial Year End	DECEMBER 31
viii.	Is the Company a part of a Group/Holding Company? <b>Yes/No</b> If yes, please state the name of the Group/Holding Company	Yes Guaranty Trust Holding Company plc
ix.	Name and Address of Company Secretary	ERHI OBEBEDUO PLOT 635, AKIN ADESOLA STREET, VICTORIA ISLAND, LAGOS
x.	Name and Address of External Auditor(s)	Ernst & Young 10TH FLOOR, UBA HOUSE 57, MARINA LAGOS ISLAND LAGOS, NIGERIA
xi.	Name and Address of Registrar(s)	DATAMAX REGISTRARS LIMITED 2C GBAGADA - OWORONSHOKI EXPRESSWAY, GBAGADA, LAGOS
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Charles Eremi Charles.eremi@gfco.com
xiii.	Name of the Governance Evaluation Consultant	Deloitte & Touche
xiv.	Name of the Board Evaluation Consultant	Deloitte & Touche

**Section B – General Information**

S/No.	Names of Board Members	No. of Board Meetings Held in the Reporting Year	No. of Board Meetings Attended in the Reporting Year	Membership of Board Committees	Designation (Member or Chairman)	Number of Committee Meetings Held in the Reporting Year	Number of Committee Meetings Attended in the Reporting Year
1	MR. SULEIMAN BARAU <sup>1</sup>	4	4	Governance, Nominations and Remuneration	Chairman	4	2
				Audit	Chairman	4	2
2	MR. HEZEKIAH OYINLOLA <sup>2</sup>	4	2	N/A	N/A	N/A	N/A
3	MR. SEGUN AGBAJE	4	4	Risk Management	Member	4	4
				Information Technology Strategy	Member	2	2
4	MRS. HELEN BOUYGUES <sup>2</sup>	4	1	Information Technology Strategy	Chairman	2	0
				Risk Management	Member	4	1
				Audit	Member	4	1
				Governance, Nominations and Remuneration	Member	4	1
5	MRS. CATHY ECHEOZO	4	4	Risk Management	Chairman	4	4
				Audit	Member	4	4
				Governance, Nominations and Remuneration	Member	4	4
				Information Technology Strategy	Member	2	2
6	MR. BABATUNDE SOYOYE <sup>3</sup>	4	2	Audit	Member	4	2
				Governance, Nominations and Remuneration	Member	4	2
7	MRS. MARIE NAMIAS <sup>4</sup>	4	0	Governance, Nominations and Remuneration	Chairman	4	0
				Risk Management	Member	4	0
				Audit	Member	4	0
				Information Technology Strategy	Member	2	0
8	MR. ADEBANJI ADENIYI	4	4	Risk Management	Member	4	4

<sup>1</sup> Mr. Barau was a member of Committees until his appointment as the Chairman of the Board effective upon the retirement of Mr. Oyiniola

<sup>2</sup> The Directors retired from the Board in the course of the year.

<sup>3</sup> The Director was appointed to the Board in the course of the year.

<sup>4</sup> The Director was appointed to the Board in the course of the year but approved by the CBN in January 2026

## Section C - Details of Board of the Company and Attendance at Meetings

### 1. Board Details:

S/No.	Names of Board Members	Designation (Chairman, GCEO, INED, NED, ED)	Gender	Date First Appointed/ Elected	Remark
1	MR. SULEIMAN BARAU	CURRENT CHAIRMAN	MALE	AUGUST 1, 2021	NONE
2	MR. HEZEKIAH OYINLOLA	FORMER CHAIRMAN	MALE	AUGUST 1, 2021	NONE
3	MR. SEGUN AGBAJE	GCEO	MALE	AUGUST 1, 2021	NONE
4	MRS. CATHY ECHEOZO	NED	FEMALE	AUGUST 1, 2021	NONE
5	MRS. HELEN BOUYGUES	INED	FEMALE	AUGUST 1, 2021	NONE
6	MR. BABATUNDE SOYOYE	INED	MALE	MAY 16, 2025	NONE
7	MRS. MARIE NAMIAS	INED	FEMALE	JANAUARY 19, 2026	NONE
8	MR. ADEBANJI ADENIYI	ED	MALE	AUGUST 1, 2021	NONE

### 2. Board Details:

S/NO.	NAMES OF BOARD MEMBERS	DESIGNATION (CHAIRMAN, GCEO, INED, NED, ED)	GENDER	DATE OF MEETING	REMARK
1	MR. SULEIMAN BARAU	CHAIRMAN/INED	MALE	JANUARY 28, 2025 APRIL 29, 2025 JULY 31, 2025 OCTOBER 28, 2025	NONE
2	MR. HEZEKIAH OYINLOLA*	FORMER CHAIRMAN	MALE	JANUARY 28, 2025 APRIL 29, 2025	NONE
3	MR. SEGUN AGBAJE	GCEO	MALE	JANUARY 28, 2025 APRIL 29, 2025 JULY 31, 2025 OCTOBER 28, 2025	NONE
4	MRS. CATHY ECHEOZO	NED	FEMALE	JANUARY 28, 2025 APRIL 29, 2025 JULY 31, 2025 OCTOBER 28, 2025	NONE
5	MRS. HELEN BOUYGUES*	INED	FEMALE	JANUARY 28, 2025	NONE
6	MR. BABATUNDE SOYOYE**	INED	MALE	JULY 31, 2025 OCTOBER 28, 2025	NONE
7	MRS. MARIE NAMIAS***	INED	FEMALE	NIL	NONE
8	MR. ADEBANJI ADENIYI	ED	MALE	JANUARY 28, 2025 APRIL 29, 2025 JULY 31, 2025 OCTOBER 28, 2025	NONE

\*Retired from the Board in the course of the year

\*\* Appointed to the Board in the course of the year.

\*\*\* Appointed to the Board in the course of the year but approved by the CBN in January 2026

### 3. Attendance at Board and Committee Meetings:

#### Board Risk Management Committee Details:

S/NO.	NAMES OF BOARD MEMBERS	DESIGNATION (CHAIRMAN, GCEO, INED, NED, ED)	GENDER	DATE OF MEETING	REMARK
1	MRS. CATHY ECHEOZO	CHAIRMAN	FEMALE	JANUARY 27, 2025 APRIL 28, 2025 JULY 30, 2025 OCTOBER 27, 2025	NONE
2	MR. SEGUN AGBAJE	GCEO	MALE	JANUARY 27, 2025 APRIL 28, 2025 JULY 30, 2025 OCTOBER 27, 2025	NONE
3	MRS. HELEN BOUYGUES*	INED	FEMALE	JANUARY 27, 2025	NONE
4	MRS. MARIE NAMIAS**	INED	FEMALE	NIL	NONE
5	MR. ADEBANJI ADENIYI	ED	MALE	JANUARY 27, 2025 APRIL 28, 2025 JULY 30, 2025 OCTOBER 27, 2025	NONE

\*Retired from the Board in the course of the year

\*\* Appointed to the Board in the course of the year but approved by the CBN in January 2026

#### Board Audit Committee Details:

S/NO.	NAMES OF BOARD MEMBERS	DESIGNATION (CHAIRMAN, GCEO, INED, NED, ED)	GENDER	DATE OF MEETING	REMARK
1	MR. BABATUNDE SOYOYE*	CHAIRMAN	MALE	JULY 30, 2025 OCTOBER 27, 2025	NONE
2	MR. SULEIMAN BARAU**	INED	MALE	JANUARY 27, 2025 APRIL 28, 2025	NONE
3	MRS. CATHY ECHEOZO	NED	FEMALE	JANUARY 27, 2025 APRIL 28, 2025 JULY 30, 2025 OCTOBER 27, 2025	NONE
4	MRS. HELEN BOUYGUES***	INED	FEMALE	JANUARY 27, 2025	NONE
5	MRS. MARIE NAMIAS****	INED	FEMALE	NIL	NONE

\*Appointed to the Board in the course of the year.

\*\*Mr. Barau was a member of the Committee until his appointment as the Chairman of the Board effective upon the retirement of Mr. Oyinlola

\*\*\*Retired from the Board in the course of the year

\*\*\*\*Appointed to the Board in the course of the year but approved by the CBN in January 2026

#### Board Governance, Nominations and Remuneration Committee Details:

S/NO.	NAMES OF BOARD MEMBERS	DESIGNATION (CHAIRMAN, GCEO, INED, NED, ED)	GENDER	DATE OF MEETING	REMARK
1	MRS. MARIE NAMIAS*	CHAIRMAN	FEMALE	NIL	NONE
2	MRS. CATHY ECHEOZO	NED	FEMALE	JANUARY 27, 2025 APRIL 28, 2025 JULY 30, 2025 OCTOBER 27, 2025	NONE
3	MR. SULEIMAN BARAU*	INED	MALE	JANUARY 27, 2025 APRIL 28, 2025	NONE
4	MR. BABATUNDE SOYOYE**	INED	MALE	JULY 30, 2025 OCTOBER 27, 2025	NONE
5	MRS. HELEN BOUYGUES***	INED	FEMALE	JANUARY 27, 2025	NONE

\* Appointed to the Board in the course of the year but approved by the CBN in January 2026

\*\* Mr. Barau was a member of the Committee until his appointment as the Chairman of the Board effective upon the retirement of Mr. Oyinlola

\*\*\*Appointed to the Board in the course of the year.

\*\*\*\*Retired from the Board in the course of the year

**Board Information Technology Strategy Committee Details:**

S/NO.	NAMES OF BOARD MEMBERS	DESIGNATION (CHAIRMAN, GCEO, INED, NED, ED)	GENDER	DATE OF MEETING	REMARK
1	MRS. CATHY ECHEOZO*	CHAIRMAN	FEMALE	APRIL 28, 2025 OCTOBER 27, 2025	NONE
2	MRS. HELEN BOUYGUES**	FORMER CHAIRMAN	FEMALE	NIL	NONE
3	MR. SEGUN AGBAJE	GCEO	MALE	APRIL 28, 2025 OCTOBER 27, 2025	NONE
4	MRS. MARIE NAMIAS***	INED	FEMALE	NIL	NONE

\*Appointed as the Acting Chairman with the retirement of Mrs. Bouygues, the then Chairman, pending the CBN's approval of the newly appointed Director who has been appointed by the Board as the chair of the Committee

\*\*Retired from the Board in the course of the year.

\*\*\* Appointed to the Board in the course of the year but approved by the CBN in January 2026

**Section D - Details of Senior Management of the Company**

**1. Senior Management:**

S/No.	Names	Position Held	Gender
1	Segun Agbaje	Group Chief Executive Officer	Male
2	Adebanji Adeniyi	Group Chief Financial Officer	Male
3	Oyinade Adegite	Head, Group Corporate Communication	Female
4	Erhi Obebeduo	Group General Counsel/Company Secretary	Male
5	Modupe Olafimihan	Head, Group Sourcing	Female
6	Nadine Lawal	Head, Group Data Analytics	Female
7	Kofoworola Okochukwu	Head, Group Risk & Compliance	Female
8	Oso Adewumi	Head, Group Information Technology	Female
9	Abioye Babatunde	Head, Group Internal Audit	Male
10	Iye Onoja	Head, Group Talent	Female

**Section E – Application**

Principles	Reporting Questions	Explanation on application or deviation
<b>Part A - Board of Directors and Officers of the Board</b>		
<p><b>Principle 1: Role of the Board</b></p> <p>"A successful Company is headed by an effective Board which is responsible for providing entrepreneurial and strategic leadership as well as promoting ethical culture and responsible corporate citizenship. As a link between stakeholders and the Company, the Board is to exercise oversight and control to ensure that management acts in the best interest of the shareholders and other stakeholders while sustaining the prosperity of the Company"</p>	<p>i) Does the Board have an approved Charter which sets out its responsibilities and terms of reference? <b>Yes/No</b></p> <p>If yes, when was it last reviewed?</p>	<p>Yes, the Board has an approved Charter which sets out its responsibilities and terms of reference.</p> <p>The Charter was last reviewed in 2024.</p>

Principles	Reporting Questions	Explanation on application or deviation
<p><b>Principle 2: Board Structure and Composition</b></p> <p>"The effective discharge of the responsibilities of the Board and its committees is assured by an appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence and integrity"</p>	<p>i) What are the qualifications and experiences of the directors?</p>	<p>The Board is made up of seasoned professionals, who have excelled in their various professions such as Banking, Accounting, Oil &amp; Gas, Accounting. All Directors possess the requisite skills and experience to bring to bear independent judgment on the deliberations of the Board.</p>
	<p>ii) Does the company have a Board-approved diversity policy? <b>Yes/No</b> If yes, to what extent have the diversity targets been achieved?</p>	<p>Yes, Currently, in keeping with the diversity policy, the organization actively supports:</p> <ul style="list-style-type: none"> <li>i. Fair recruitment policy and has ensured that neither our job descriptions and/or job specifications are discriminatory;</li> <li>ii. Employing women as is evidenced by women accounting for 51% of the total workforce, 60% of the Senior Management levels (\$M &amp; above) and 28% of the Board. This is in accordance with the requirement that we achieve a minimum of 30% &amp; 40% female representation at Board and senior management levels respectively; and</li> <li>iii. The treatment of employees is fair regardless of their gender, family status, ethnic or national origin, religious belief, age, physical or mental disability, or any such factor.</li> </ul>
	<p>iii) Are there directors holding concurrent directorships? <b>Yes/No</b> If yes, state names of the directors and the companies?</p>	<p>Yes, Members of the Board have concurrent directorship, however, none of the Directors are members of boards of competing companies.</p>
	<p>iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? <b>Yes/No</b>  If yes, provide the names of the Committees.</p>	<p>No, the MD/CEO or an Executive Director is not a chair of any Board Committees.</p>
<p><b>Principle 3: Chairman</b></p> <p>"The Chairman is responsible for providing overall leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board"</p>	<p>i) Is the Chairman a member or chair of any of the Board Committees? <b>Yes/no</b> If yes, list them.</p>	<p>No, the Chairman is not a member or chair of any of the Board Committees</p>
	<p>ii) At which Committee meeting(s) was the Chairman in attendance during the period under review ?</p>	<p>None, the Chairman was not a member of any of the Board Committees after his appointment as the chairman of the Board became effective.</p>
	<p>iii) Is the Chairman an INED or a NED?</p>	<p>The Chairman is an INED</p>
	<p>iv) Is the Chairman a former MD/CEO or ED of the Company? <b>Yes/No</b> If yes, when did his/her tenure as MD end?</p>	<p>No, the Chairman is not a former MD/CEO or ED of the Company</p>
	<p>v) When was he/she appointed as Chairman?</p>	<p>The Chairman was appointed August 1, 2021</p>
	<p>vi) Are the roles and responsibilities of the Chairman clearly defined? <b>Yes/No</b> If yes, specify which document</p>	<p>Yes, the roles and responsibilities of the Chairman are clearly defined.  The Chairman's roles and responsibilities are contained in the Charter of the Board and the Code of Corporate Governance</p>

Principles	Reporting Questions	Explanation on application or deviation
<p><b>Principle 4: Managing Director/Chief Executive Officer</b></p> <p><i>"The Managing Director/Chief Executive Officer is the head of management delegated by the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance"</i></p>	i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? <b>Yes/No</b> If no, in which documents is it specified?	Yes, the MD/CEO has a contract of employment which sets out his authority and relationship with the Board.
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	Yes, the MD/CEO declares any conflict of interest on appointment, annually, thereafter and as they occur.
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	The MD/CEO attended the Risk Management and Audit Committee Meetings and the Information Technology Strategy Committee Meetings.
	iv) Is the MD/CEO serving as NED in any other company? <b>Yes/no.</b> If yes, please state the company(ies)?	Yes, the MD/CEO serves as NED in the company's subsidiaries. The MD/CEO serves on the Boards of Guaranty Trust Bank (United Kingdom) Limited, Guaranty Trust Bank (Tanzania) Limited, Guaranty Trust Bank (Rwanda) Limited and HabariPay Limited.
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? <b>Yes/No</b>	Yes, the MD/CEO's membership of these companies is in line with the Board-approved policies.
<p><b>Principle 5: Executive Directors</b></p> <p><i>Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company</i></p>	i) Do the EDs have contracts of employment? <b>Yes/no</b>	Yes, the EDs have contracts of employment
	ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? <b>Yes/No</b> If no, in which document are the roles and responsibilities specified?	Yes, the contracts of employment set out the roles and responsibilities of the EDs
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	Yes, the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur
	iv) Are there EDs serving as NEDs in any other company? <b>Yes/No</b> If yes, please list	Yes, the ED serves as a NED in other companies within the Group.  The Executive Director serve as NEDs in companies within the Group
	v) Are their memberships in these companies in line with Board-approved policy? <b>Yes/No</b>	Yes, their memberships in these companies are in line with Board-approved policy.
<p><b>Principle 6: Non-Executive Directors</b></p> <p><i>Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board</i></p>	i) Are the roles and responsibilities of the NEDs clearly defined and documented? <b>Yes/No</b> If yes, where are these documented?	Yes, the roles and responsibilities of the NEDs are clearly defined and documented.  This is contained in the Code of Corporate Governance and the Board Charter.
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b>	Yes, the NEDs have letters of appointment which specifies their duties, liabilities and terms of engagement.
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	<b>Yes</b> , the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur
	iv) Are NEDs provided with information relating to the management of the company and on all Board matters? <b>Yes/No</b> If yes, when is the information provided to the NEDs	<b>Yes</b> , NEDs are provided with information relating to the management of the company and on all Board matters.  The information is brought to attention of the NEDs at quarterly Board Meetings and as promptly as is required.
	v) What is the process of ensuring completeness and adequacy of the information provided?	The information provided is verified for completeness and adequacy before it is provided to the NEDs.

Principles	Reporting Questions	Explanation on application or deviation
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? <b>Yes/No</b>	Yes, NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor
<b>Principle 7: Independent Non-Executive Directors</b> <i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i>	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? <b>Yes/No</b>	Yes, the INEDs meet the independence criteria prescribed under Section 7.2 of the Code.
	ii) Are there any exceptions?	No, there are no exceptions
	iii) What is the process of selecting INEDs?	The Process of selecting a NED includes the following: <ul style="list-style-type: none"> <li>i. Consideration of candidates against objective criteria and with due regard for the benefits of diversity on the Board, including gender;</li> <li>ii. consider whether candidates have sufficient time available to devote to the position;</li> <li>iii. review candidates' other business interests that may result in a conflict of interests; and</li> <li>iv. Adherence to the CBN and FRC guidelines for the appointment of an INED.</li> </ul>
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b>	Yes, the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement.
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	Yes, the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur.
	vi) Does the Board ascertain and confirm the independence of the INEDs? <b>Yes/No</b> If yes, how often? What is the process?	Yes, the Board ascertains and confirms the independence of the INEDs  The board annually ascertains and confirms the continued independence of each of the INEDs of the Company through affirmation of the code of conduct.
	vii) Is the INED a Shareholder of the Company? <b>Yes/No</b> If yes, what is the percentage shareholding?	No
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? <b>Yes/No</b> If yes, provide details.	<b>No</b> , the INED does not have another relationship with the Company apart from directorship and/or shareholding.
	ix) What are the components of INEDs remuneration?	The remuneration of INEDs of the Company is limited to Directors' fees, sitting allowances for Board and Board Committee meetings and reimbursable travel expenses.
<b>Principle 8: Company Secretary</b> <i>"The Company Secretary support the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company"</i>	i) Is the Company Secretary in-house or outsourced?	The Company Secretary is an In-House Counsel
	ii) What is the qualification and experience of the Company Secretary?	The Company Secretary is a seasoned lawyer with over twenty-eight (28) years post Call working experience. He had worked in the Legal Group of several commercial banks before joining Guaranty Trust Bank Plc in 2003 and Guaranty Trust Holding Company Plc in 2021. Mr. Obebeduo obtained his Bachelor's degree from the University of Benin, and Master's Degree in International Commercial Law, from the University of Nottingham, United Kingdom. He is the Company Secretary and General Counsel of Guaranty Trust Holding Company Plc and a fellow of the Chartered Institute of Mediators and

Principles	Reporting Questions	Explanation on application or deviation
		Conciliators, and a member of Institute of Chartered Secretaries and Administrators.
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	Yes, the Company Secretary is a member of senior management.
	iv) Who does the Company Secretary report to?	The Company Secretary reports to the Board of Directors
	v) What is the appointment and removal process of the Company Secretary?	The appointment and removal of the Company Secretary is the responsibility of the Board.
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	Appraisal of the Company Secretary is undertaken by Executive Management with input from the Board during the Board evaluation and appraisal process.
<p><b>Principle 9: Access to Independent Advice</b></p> <p><i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i></p>	<p>i) Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties? <b>Yes/No</b> If yes, where is it documented?</p> <p>ii) Who bears the cost for the independent professional advice?</p> <p>iii) During the period under review, did the Directors obtain any independent professional advice? <b>Yes/No</b> If yes, provide details.</p>	<p>Yes, the company has a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties.</p> <p>This is documented in the charter for the Board and Board Committees and the Code of Corporate Governance</p> <p>The Company bears the cost of independent professional advice.</p> <p>No, the Directors did not obtain any independent professional advice during the period under review.</p>
<p><b>Principle 10: Meetings of the Board</b></p> <p><i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company"</i></p>	<p>i) What is the process for reviewing and approving minutes of Board meetings?</p> <p>ii) What are the timelines for sending the minutes to Directors?</p> <p>iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?</p>	<p>The Minutes of board and board committee meetings are reviewed and considered by Directors at the next immediate meeting.</p> <p>The Minutes are contained in the Board pack sent to Directors before the Meeting.</p> <p>Directors attendance of Board and Board Committee Meetings is one of the criteria considered for re-election.</p>
<p><b>Principle 11: Board Committees</b></p> <p><i>"To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to well-structured committees, without abdicating its responsibilities"</i></p>	<p>i) Do the Board Committees have Board-approved Charters which set out their responsibilities and terms of reference? <b>Yes/No</b></p> <p>ii) What is the process for reviewing and approving minutes of Board Committee of meetings?</p> <p>iii) What are the timelines for sending the minutes to the directors?</p> <p>iv) Who acts as Secretary to board committees?</p> <p>v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management</p> <p>vi) What is the process of appointing the chair of each committee ?</p>	<p><b>Yes</b>, the Board Committees have Board-approved Charters which sets out their responsibilities and terms of reference</p> <p>This is carried out by the Members at the Committee Meetings.</p> <p>The minutes are contained in the Board pack that is sent to Directors before the Meeting.</p> <p>The Company Secretary acts as Secretary to board committees</p> <p>Board Governance, Nominations and Remuneration Committee Board Risk Management Committee Board Audit Committee</p> <p>The Chairman of the Committees are appointed by members of the Committee.</p>

Principles	Reporting Questions	Explanation on application or deviation
	Committee responsible for Nomination and Governance	
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	75%
	viii) Is the chairman of the Committee a NED or INED ?	The chairman of the Committee is an INED.
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes, the Company has a succession plan policy. The Succession plan is reviewed as the need arises.
	x) How often are Board and Committee charters as well as other governance policies reviewed?	The Board and Board Committee charters as well as other governance policies are reviewed regularly and as the need arises.
	xi) How does the committee report on its activities to the Board?	The Chairman of the Committee presents a report to the Board of Directors at Board meetings.
	Committee responsible for Remuneration	
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	The proportion of INEDs to NEDs on the Committee responsible for Remuneration is 2:1.
	xiii) Is the chairman of the Committee a NED or INED ?	The chairman of the Committee is an INED
	Committee responsible for Audit	
	xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? Yes/No	Yes, the Company has a Board Audit Committee separate from the Statutory Audit Committee
	xv) Are members of the Committee responsible for Audit financially literate? Yes/No	Yes, members of the Committee responsible for Audit are financially literate.
	xvi) What are their qualifications and experience?	The Committee is made up of individuals of proven integrity and who are knowledgeable in business and financial matters to discharge its mandate effectively. The Committee is made up of Accountants and Economist.
	xvii) Name the financial expert(s) on the Committee responsible for Audit	All Members of the Committee are financial expert(s)
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	The Committee responsible for Audit reviews the internal auditor's reports quarterly and as the need arises.
	xix) Does the Company have a Board approved internal control framework in place? Yes/No	Yes, the Company has a Board approved internal control framework in place.
	xx) How does the Board monitor compliance with the internal control framework?	The Board monitors compliance with internal control framework through the Board Audit Committee which discharges the function and makes a report to the Board.
	xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? Yes/No Please explain.	Yes, the Committee responsible for Audit reviews the External Auditors management letter, Key Audit Matters and management responses to issues raised.  A report is sent to the members of the committee and the External Auditors also present the information to the Committee.
	xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No	The non-audit services that can be provided by the external Auditors is guided by regulation.

Principles	Reporting Questions	Explanation on application or deviation
	xxiii) How many times did the Audit Committee hold discussions with the head of internal audit function and external auditors without the management during the period under review?	The Audit Committee held discussions with the head of internal audit function and external auditors without the management during the period under review, quarterly and as the need arises.
	<b>Committee responsible for Risk Management</b>	
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	The Chairman of the Committee is a Non-Executive Director.
	xxv) Is there a Board approved Risk Management framework? <b>Yes/No?</b> If yes, when was it approved?	Yes, there is a Board approved Risk Management framework.
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	The Committee reviews the adequacy and effectiveness of the Risk Management Controls in place biannually.  The last review was carried out in 2025.
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? <b>Yes/No</b> If yes, how often is it reviewed?	Yes, there is a Board approved IT Data Governance Framework.  The Board IT Strategy Committee reviews the IT report bi-annually.
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	The Committee will receive and review compliance report on the IT Data Governance Framework quarterly and as the need arises.
	xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? <b>Yes/No</b>	<b>Yes</b> , the Chief Risk Officer (CRO) is a member of Senior Management and she possesses the relevant experience for the role.
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	The CRO attended all the meetings of the Committee during the period under review.
<p><b>Principle 12: Appointment to the Board</b></p> <p><i>"A written, clearly defined, rigorous, formal and transparent procedure serves as a guide for the selection of Directors to ensure the appointment of high-quality individuals to the Board"</i></p>	i) Is there a Board-approved policy for the appointment of Directors? <b>Yes/No</b>	Yes, there is a Board-approved policy for the appointment of Directors.
	ii) What criteria are considered for their appointment?	<p>The Process of appointing a Director includes the following:</p> <ol style="list-style-type: none"> <li>i. Consideration of candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board, including gender;</li> <li>ii. consider whether candidates have sufficient time available to devote to the position;</li> <li>iii. review candidates' other business interests that may result in a conflict of interests; and</li> <li>iv. Adherence to the CBN and FRC guidelines for the appointment of Directors.</li> </ol>
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	The Company obtains the information on Fit and Proper person as prescribed by the CBN and FRC Codes and this forms part of the Board process for ascertaining that prospective director is a fit and proper person.
	<p>iv) Is there a defined tenure for the following:</p> <ol style="list-style-type: none"> <li>a) The Chairman</li> <li>b) The MD/CEO</li> <li>c) INED</li> <li>d) NED</li> <li>e) EDs</li> </ol>	<p>Yes, there are defined tenure for the following:</p> <ol style="list-style-type: none"> <li>a) The Chairman</li> <li>b) The MD/CEO</li> <li>c) INED</li> <li>d) NED</li> <li>e) ED</li> </ol>

Principles	Reporting Questions	Explanation on application or deviation
	v) Please state the tenure	<p>a) The Chairman: Initial term of 3 years subject to a maximum of two (2) terms;</p> <p>b) The MD/CEO: Initial term of 5 years subject to a maximum of two (2) terms;</p> <p>c) INED: Initial term of 3 years subject to a maximum of two (2) terms;</p> <p>d) NED: Initial term of 3 years subject to a maximum of two (2) terms;</p> <p>e) EDs: Initial term of 3 years subject to renewal.</p>
	vi) Does the Board have a process to ensure that it is refreshed periodically? <b>Yes/No?</b>	Yes, the Board has a process to ensure that it is refreshed periodically.
<b>Principle 13: Induction and Continuing Education</b> <i>"A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company"</i>	i) Does the Board have a formal induction programme for new directors? <b>Yes/No</b>	Yes, the Board has a formal induction programme for new directors.
	ii) During the period under review, were new Directors appointed? <b>Yes/No</b> If yes, provide date of induction.	Yes June 2025
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? <b>Yes/No</b> If yes, provide training details.	Yes, Directors are provided relevant training to enable them effectively discharge their duties.
	iv) How do you assess the training needs of Directors?	The training needs of Directors are assessed from a general point of view, the business of the Company and from a specific point of view, the training required based on the Committees in which they are members.
	v) Is there a Board-approved training plan? <b>Yes/No</b>	Yes
	vi) Has it been budgeted for? <b>Yes/No</b>	Yes, the cost of Directors training was budgeted.
<b>Principle 14: Board Evaluation</b> <i>"Annual Board evaluation assesses how each Director, the committees of the Board and the Board are committed to their roles, work together and continue to contribute effectively to the achievement of the Company's objectives"</i>	i) Is there a Board-approved policy for evaluating Board performance? <b>Yes/No</b>	Yes, there is a Board-approved policy for evaluating Board performance.
	ii) For the period under review, was there any Board Evaluation exercise conducted? <b>Yes/No</b>	Yes, in the period under review a Board Evaluation exercise was conducted
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	External December 31, 2025
	iv) Has the Board Evaluation report been presented to the full Board? <b>Yes/No</b> If yes, indicate date of presentation.	Yes, the Board Evaluation report has been presented to the full Board.  The report was presented in January 2026
	v) Did the Chairman discuss the evaluation report with the individual directors? <b>Yes/No</b>	Yes, the Chairman discussed the evaluation report with the individual directors.
	vi) Is the result of the evaluation for each Director considered in the re-election process? <b>Yes/No</b>	Yes, the result of the evaluation for each Director is considered in the re-election process.
<b>Principle 15: Corporate Governance Evaluation</b> <i>"Institutionalizing a system for evaluating the Company's</i>	i) For the period under review, has the Company conducted a corporate governance evaluation? <b>Yes/No</b> If yes, provide date of the evaluation.	Yes, the Company conducted a corporate governance evaluation during the period under review.  December 31, 2025

Principles	Reporting Questions	Explanation on application or deviation
<p>corporate governance practices ensures that its governance standards, practices and processes are adequate and effective"</p>	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? <b>Yes/No</b>	Yes, the result of the Corporate Governance Evaluation was presented and considered by the Board.
	iii) If yes, please indicate the date of last presentation.	The result of the Corporate Governance Evaluation was presented and considered by the Board in January 2026
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? <b>Yes/No</b>	Yes, the summary of the Corporate Governance Evaluation will be included in the Company's annual reports and Investors portal.
<p><b>Principle 16: Remuneration Governance</b></p> <p>"The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term"</p>	i) Is there a Board-approved Directors' remuneration policy? <b>Yes/No</b> If yes, how often is it reviewed?	Yes, there is a Board-approved Directors' remuneration policy.  The Policy is reviewed as the need arises.
	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	EDs were paid emoluments as employees of the Company whilst NEDs and INEDs were paid sitting allowances for attendance of Board and Board Committee Meetings, and Directors Fees.
	iii) Is the remuneration of NEDS presented to shareholders for approval? <b>Yes/No</b> If yes, when was it approved?	Yes, the remuneration of NEDS is presented to shareholders for approval.
	iv) What portion of the NEDs remuneration is linked to company performance?	The remuneration of NEDs is not linked to company performance.
	v) Is there a Board-approved remuneration policy for Executive and Senior management? <b>Yes/No</b> If yes, to what extent is remuneration linked to company performance?	There is a Board-approved remuneration policy for Executive and Senior management.
	vi) Has the Board set KPIs for Executive Management? <b>Yes/No</b>	Yes, the Board sets KPIs for Executive Management
	vii) If yes, was the performance measured against the KPIs? <b>Yes/No</b>	Yes, the performance was measured against the KPIs
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors fees? <b>Yes/No</b>	No, the MD/CEO, EDs and Company Secretary do not receive sitting allowance and/or directors fees.
	ix) Which of the following receive sitting allowance and/or fees: a. MD/CEO b. ED c. Company Secretary d. Other Senior management staff	None, the following persons do not receive sitting allowance and/or fees:  a) MD/CEO b) ED c) Company Secretary d) Other Senior management staff
	x) Is there a Board-approved clawback policy for Executive management? <b>Yes/No</b> If yes, attach the policy.	None for the period under review.
<p><b>Principle 17: Risk Management</b></p> <p>"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"</p>	i) Has the Board defined the company's risk appetite and limit? <b>Yes/No</b>	Yes, the Board has defined the company's risk appetite and limit
	ii) How often does the company conduct a risk assessment?	The company conducts risk assessment on a continuous basis and a quarterly report is presented to the Board and as the need arises.
	iii) How often does the board receive and review risk management reports?	The board receives and reviews risk management reports quarterly.
<p><b>Principle 18: Internal Audit</b></p>	i) Does the company have an Internal Audit function? <b>Yes/No</b>	Yes, the company has an Internal Audit function.

Principles	Reporting Questions	Explanation on application or deviation
<p>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</p>	If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	
	ii) Does the company have a Board-approved internal audit charter? <b>Yes/No</b>	Yes, the company has a Board-approved internal audit charter
	iii) Is the head of internal audit a member of senior management? <b>Yes/No</b>	Yes, the head of internal audit is a member of senior management
	iv) What is the qualification and experience of the head of internal audit?	The Head of Internal Audit who has over 25 years cumulative work experience possess the following qualifications:  Academic Qualification:  B.Sc Accountancy - Bayero University Kano (BUK)-1998  MBA - Abubakar Tafawa Balewa University (ATBU) - 2000  <b>Professional Qualification:</b>  ACA - Associate Chartered Accountant - 2001  ACS - Associate Chartered Stockbroker - 2003
	v) Does the company have a Board-approved annual risk-based internal audit plan? <b>Yes/No</b>	Yes, the company has a Board-approved annual risk-based internal audit plan
	vi) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? <b>Yes/No</b>	Yes, the head of the internal audit function reports at least once every quarter to the committee responsible for audit, on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans.
	vii) Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified independent reviewer appointed by the Board? <b>Yes/No</b>  If yes, when was the last assessment?	Yes, in 2025
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The Board Audit Committee undertakes and approves the performance evaluation of the Head of Internal Audit.
<p><b>Principle 19: Whistleblowing</b></p> <p>"An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"</p>	<p>i) Does the company have a Board-approved whistleblowing framework? <b>Yes/No</b> If yes, when was the date of last review</p> <p>ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? <b>Yes/No</b></p>	<p>The Company has in place a Board approved whistle-blowing policy.</p> <p>The policy contains mechanisms which ensure anonymity and confidentiality, to encourage all stakeholders to report any unethical activity to the Company and/or the CBN. The policy is known to all employees and other stakeholders and is also publicly available on the Company's website, <a href="http://www.gtco plc.com">www.gtco plc.com</a>.</p>
	<p>iii) Is the Audit committee provided with the following reports on a periodic basis?</p> <p>a) Reported cases b) Process and results of Investigated cases</p>	<p>Yes, the Audit committee was provided with the following reports on a periodic basis:</p> <p>a) Reported cases b) Process and results of Investigated cases</p>
<p><b>Principle 20: External Audit</b></p>	<p>i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?</p>	<p>The recommendations for the appointment, re-appointment or removal of external auditors is made by the Audit Committee.</p>

Principles	Reporting Questions	Explanation on application or deviation
<p>"An external auditor is appointed to provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements"</p>	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	The approval of the appointment, re-appointment, and removal of External Auditors is made by the Board subject to Shareholders approval at a general meeting.
	iii) When was the first date of appointment of the External auditors?	April 8, 2022
	iv) How often are the audit partners rotated?	The Audit partners are rotated every five (5) years.
<p><b>Principle 21: General Meetings</b></p> <p>"General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the Company's business, governance and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest"</p>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	21 days
	ii) Were the Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee present to respond to Shareholders' enquiries at the last meeting? <b>Yes/No</b>	Yes
<p><b>Principle 22: Shareholder Engagement</b></p> <p>"The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company"</p>	i) Is there a Board-approved policy on shareholders' engagement? <b>Yes/No</b> If yes: a) when was it last reviewed? b) Is the policy hosted on the company's website?	Yes, there is a Board-approved policy on shareholders' engagement which is contained in the Company's Code of Corporate Governance. It was reviewed in 2024.
	ii) How does the Board engage with Institutional Investors and how often?	The Company ensures that all shareholders, both holders of the local shares and international holders of the Global Depositary Receipts, get frequent updates on the Company's progress through updates as well as quarterly reports which are regularly posted on the Company's website, www.gtco.com for shareholders. The Company also holds interactive conference calls, local and international investor presentations and meetings. These sessions provide our investors with direct access to the Company.
<p><b>Principle 23: Protection of Shareholder Rights</b></p> <p>"Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance"</p>	i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities? <b>Yes/No</b>	Yes, the Board ensures that adequate and timely information is provided to the shareholders on the Company's activities.
<p><b>Principle 24: Business Conduct and Ethics</b></p> <p>"The establishment of professional business and ethical standards underscore the values for the protection and enhancement of the reputation of the Company"</p>	i) Does the company have a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards? <b>Yes/No</b> If yes: a) Has the COBE been communicated to all internal and external Stakeholders? <b>Yes/No</b>	The Company has an Ethics Policy. The Code will be reviewed continuously to align with additional legal, regulatory requirements and global best practices, in order to remain a pace setter in the area of good corporate governance practices.  Yes, the Ethics Code has been communicated to all internal and external Stakeholders.

Principles	Reporting Questions	Explanation on application or deviation
while promoting good conduct and investor confidence"	b) Is the COBE applicable to any or all of the following: 1. Board 2. Senior management 3. Other employees 4. Third parties	The Code is applicable to the following people: 1. The Board of 2. Senior management 3. Other employees 4. Third parties
	ii) When was the date of last review of the policy?	The Code was approved in 2024
	iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? <b>Yes/No</b>	Yes, the Board has incorporated a process for identifying, monitoring and reporting adherence to the Ethics Policy
	iv) What sanctions were imposed for the period under review for non-compliance with the COBE?	No, sanctions were not imposed against the Company.
<b>Principle 25: Ethical Culture</b> "The establishment of policies and mechanisms for monitoring insider trading, related party transactions, conflict of interest and other corrupt activities, mitigates the adverse effects of these abuses on the Company and promotes good ethical conduct and investor confidence"	i) Is there a Board- approved policy on insider trading? <b>Yes/No</b> If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy?	Yes, there is a Board- approved policy on insider trading. It was reviewed in 2023.  Directors are not allowed to trade in the Company's shares during closed periods and while in possession of material, privileged, non-public and price sensitive information about the company.
	ii) Does the company have a Board approved policy on related party transactions? <b>Yes/No</b> If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all of the following: 1. Board 2. Senior management 3. Other employees (Specify) 4. Third parties (Specify)	Yes, the company has a Board approved policy on related party transactions. It was approved in 2024.  Directors disclose related party transactions, where applicable, and before conclusion of the transactions.  The policy is applicable to the following people: 1. Board 2. Senior management 3. Other employees (Specify) 4. Third party Vendors
	iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?	Directors shall make full disclosure to the Board on related credit transactions and abstain from discussions and voting on any matter in which the director has or may have conflict of interest.
	iv) Does the company have a Board- approved policy on conflict of interest? <b>Yes/No</b> If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all of the following: 1. Senior management 2. Other employees (Specify)	<b>Yes</b> , the company has a Board-approved policy on conflict of interest which is contained in the Ethics policy.  It was approved in 2024  The Board receives reports and feedback from the Compliance Division every quarter where the conflict of interest relates to whistle blowing reports.  The policy is applicable to all staff.
<b>Principle 26: Sustainability</b>	i) Is there a Board-approved sustainability policy? <b>Yes/No</b> If yes, when was it last reviewed?	Yes  It was last reviewed in 2022



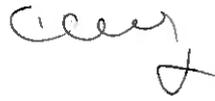
Principles	Reporting Questions	Explanation on application or deviation
<p>"Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development"</p>	ii) How does the Board monitor compliance with the policy?	Management will give reports to the Board on the status of compliance.
	iii) How does the Board report compliance with the policy?	The report will be contained in the Annual Report
	iv) Is there a Board-approved policy on diversity in the workplace? <b>Yes/No</b> If yes, when was it last reviewed?	Yes, It was last reviewed in 2023
<p><b>Principle 27: Stakeholder Communication</b></p> <p>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</p>	i) Is there a Board-approved policy on stakeholder management and communication? <b>Yes/No</b>	Yes
	ii) Does the Company have an up to date investor relation portal? <b>Yes/No</b> If yes, provide the link.	Yes, the Company has an up to date investor relation portal. The link is <a href="https://www.gtco.com/investor-relations">https://www.gtco.com/investor-relations</a>
<p><b>Principle 28: Disclosures</b></p> <p>"Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice"</p>	i) Does the company's annual report include a summary of the corporate governance report? <b>Yes/No</b>	Yes
	ii) Has the company been fined by any regulator during the reporting period? <b>Yes/No</b> If yes, provide details of the fines and penalties.	No

**Section F – Certification**

We hereby make this declaration in good faith and confirm that the information provided in this form is true.

**Chairman of the Board of Directors**

Name: Suleiman Barau

Signature: 

Date: February 12, 2026

**Chairman of the Committee responsible for Governance**

Name: Cathy Echeozo

Signature: 

Date: February 12, 2026

**Group Chief Executive Officer**

Name: Segun Agbaje

Signature: 

Date: February 12, 2026

**Group General Counsel/Company Secretary**

Name: Erhi Obebeduo

Signature: 

Date: February 12, 2026