

**PROXY FORM**

I/We..... of..... being a shareholder/shareholders of the above-named Company, hereby appoint....., of....., or failing him..... of..... as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting (AGM) of the Company to be held on **28<sup>th</sup> June 2024** and at any adjournment thereof.

As witness my/our hand this..... day of .....2024.

SIGNED.....

SIGNED.....

**This Form is to be used in for or against any resolutions below. Please mark as appropriate. Unless otherwise instructed, the proxy shall vote as he thinks fit.**

<b>Ordinary Business</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1. To receive and adopt, the Chairman’s statement, reports of the Directors and Auditors and audited financial statements for year ended 31 December 2022;			
2. To approve the Directors’ remuneration and the Directors’ Remuneration Report for the year ended 31st December 2022;			
3. To note that the Directors do not recommend payment of a dividend for the year ended 31 December 2022;			
4. To elect Directors: 4.1. In accordance with the Company’s Articles of Association, Mrs. Anne Mutahi retires by rotation and being eligible, offers herself re-election. 4.2. Pursuant to paragraph 2.5.1 of the Code of Corporate Governance Practices for Issuers of securities to the Public 2015, to approve the continuation in office as a director, Mr. Wanjuki Muchemi who is above the age of seventy (70) years.			
5. Pursuant to the provisions of Section 769 of the Companies Act 2015, Mr. Kamal Pallan and Mrs. Anne Mutahi being Members of the Board Audit, Risk & Compliance Committee be re-elected to continue to serve as Members of the said Committee.			
6. To approve the re-appointment of RSM Eastern Africa LLP Kenya as the auditors in accordance with section 721 (2) of the Companies’ Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing year in accordance with the provisions of Section 724(1) of the Companies Act. 2015.			
7. To transact any other business of which due notice has been given			
<b>Special Business</b>			
8. To consider and if thought fit, to pass the following resolutions as			

<p>Special Resolutions;</p> <p>(i) Adoption of certain amendments to the Company's Articles of Association in accordance with section 22 of the Companies Act, 2015:-</p> <p>a) Article 99 insert the words "a maximum of" immediately preceding nine.</p> <p>b) Article 100 (a) insert the words " a maximum of" immediately preceding nine.</p> <p>c) Article 100 (b) insert the words " a maximum of" immediately preceding three.</p> <p>d) Article 100 (c) insert the words "a maximum of" immediately preceding three.</p>			
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## ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in **BLOCK CAPITALS**

Full name of

Proxy(ies): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

**Mobile Number**

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Please tick ONE of the boxes below and return to Image Registrars Limited at P.O. Box 9287- 00100 Nairobi, 5 <sup>th</sup> Floor, Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi:			
<b>Approval of Registration</b>			
I/We approve to register to participate in the virtual AGM to be held on 28 <sup>th</sup> June 2024.			
<b>Consent for use of the Mobile Number provided</b>			
I/We would give my/our consent for the use of the mobile number provided for purposes of voting at the virtual AGM.			

### Notes:

1. If a member is unable to attend personally, this Proxy Form should be completed and returned (together with a power of attorney or other authority (if any) under which it is assigned or a notarized certified copy of such power or authority) to Image Registrars Limited, Barclays Plaza, 5<sup>th</sup> Floor, Loita Street and address P.O. Box 9287-00100 Nairobi, or through their email address [TransCenturyAgm@image.co.ke](mailto:TransCenturyAgm@image.co.ke) to arrive not later than **11.00 a.m. on 26<sup>th</sup> June 2024** i.e. 48 hours before the meeting or any adjournment thereof.
2. In case of a member being a corporate body, the Proxy Form must be under its common seal or under the hand of an officer or duly authorized attorney of such corporate body.
3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. A proxy need not to be a shareholder of the Company.

4. Completion and submission of the Proxy Form will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
5. A “vote withheld” option has been included on the Proxy Form. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.