

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 **10th June 2021** and at any adjournment thereof.

As witness my/our hand this..... day of2021

SIGNED.....

SIGNED.....

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

Ordinary Business	For	Against	Withheld
To receive and adopt, the Chairman’s statement, reports of the Directors and Auditors and audited financial statements for year ended 31 December 2019			
To note that the directors do not recommend payment of a dividend for the year ended 31 December 2019			
Mr. Shaka Kariuki who was appointed as a director of the Company with effect from 28 March 2017, retires in accordance with the Company’s Articles of Association and being eligible, offers himself for re-election			
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. Ephraim Kariithi Njogu who is above the age of seventy (70) years.			
Pursuant to the provisions of Section 769 of the Companies Act 2015, Mr. Ephraim Kariithi Njogu and Mr. Kamal Pallan being Members of the Board Audit, Risk & Compliance Committee be re-elected to continue to serve as Members of the said Committee			
Further, Mrs. Anne Mutahi being one of the directors be appointed as an additional member of the Board Audit, Risk & Compliance Committee.			
To approve the Directors’ remuneration for the year ended 31st December 2019;			
To approve the re-appointment of KPMG Kenya as the auditors in accordance with section 721 (2) of the Companies’ Act, 2015 and to authorize the Directors to fix their remuneration			
Special Business	For	Against	Withheld
Amendment of the Articles of Association 7.1 To consider, and if deemed fit, pass the following resolutions as Special Resolutions amending the Articles of Association of the Company by introducing new Articles 61(ii), 61(iii), 61(iv) and renumbering Article 61 to read “61 (i) in accordance with section 22 of the Companies Act, 2015.			

<p>61(ii) “Notwithstanding anything contained in these Articles, if the Board calls a meeting of shareholders or of the Board, the Board may determine that the meeting be held, subject to and in accordance with the Act or any other applicable regulations, entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting (Multi-site, virtual or hybrid meeting). In the event such a meeting is to be held, the Board shall, notwithstanding anything contained in these Articles, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by telephonic, electronic or other communications facility. Participation in the multi-site, virtual or hybrid meeting held by telephonic, electronic or other communications facility shall constitute presence of the Members or Directors at the meeting and anything contained in these Articles requiring:</p> <p>61(iii) Members or Directors to be personally present shall be construed as including a virtual, telephonic or electronic presence; and</p> <p>61(iv) Notice of a meeting to include the place of the meeting shall be construed to include the means of conduct and mechanism for assessing and participating in the meeting if it is a multi-site, virtual or hybrid meeting.</p>			
<p>Increase of share capital and authorization of directors to allot and issue shares</p> <p>8.1 To consider, and if deemed fit, pass the following resolution as a special Resolution:</p> <p>“THAT the share capital of the Company be and is hereby increased from Kenya Shillings six hundred million(KES 600,000,000) divided into one billion two hundred million (1,200,000,000) ordinary shares of Kenya Shillings fifty cents (KES 0.50) each by the creation of an additional two billion (2,000,000,000) ordinary shares of a par value of Kenya Shillings fifty cent (KES 0.50) each and such shares to rank pari passu in all respects with the existing ordinary shares in the capital of the Company, with the intention that the newly authorized shares will be allotted and issued pursuant to a rights issue</p> <p>8.2 To consider, and if deemed fit, pass the following resolution as an Ordinary Resolution:</p> <p>“THAT the directors be and are hereby granted the power to:</p> <p>a) Pursuant to a rights issue, allot and issue up to two billion (2,000,000,000) ordinary shares in the Company in accordance with Section 329 of the Companies Act, 2015; and</p>			
<p>Rights Issue</p> <p>9.1 To consider, and if deemed fit, pass the following resolution as a Special Resolution:</p> <p>“THAT, the directors be and are hereby authorised to carry out a rights issue for the allotment and issuance of up to two billion (2,000,000,000) additional ordinary shares in the Company, subject to any required regulatory approvals including but not limited to the Capital Markets Authority, by way of rights to the holders of the issued ordinary shares in the Company registered at the close of business on such date and at such price as shall be determined by the directors and on such terms and conditions as the directors may determine.” The Rights Issue will be on the basis of five (5) new shares for every one (1) ordinary share held and further the directors be authorized to deal with fractions in such manner as they may think fit and to effect all acts and things required to give effect to this resolution subject to the provisions of the Companies Act 2015, the Company’s Articles of Association and the CMA Regulations. For the purposes of paragraph 4 of the Fourth Schedule to the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002, this is the announcement of the recommendation of the Rights Issue by the Board of the Company</p>			

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, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi:

Approval of Registration

I/We approve to register to participate in the virtual AGM to be held on 10th June 2021.

Consent for use of the Mobile Number provided

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, 5th Floor, Loita Street and address P.O. Box 9287-00100 Nairobi, or through their email address info@image.co.ke to arrive not later than **11.00 a.m. on 8th June 2021** 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