



KCB GROUP PLC

(Incorporated in Kenya under the Companies Act, 2015, Laws of Kenya) (Registration Number C 9/88)

PROXY FORM

THE GROUP COMPANY SECRETARY,
KCB GROUP PLC.,
KENCOM HOUSE, MOI AVENUE,
P. O. BOX 48400 – 00100,
NAIROBI, KENYA

I/WE..... of Being a shareholder of KCB Group PLC hereby appoint the Chairman of the Meeting or (see note 3) (Name of proxy) in respect of my (Number of shares). Please indicate here if you are appointing more than one proxy(see note 3) as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held electronically on Thursday 4 June, 2020 at 10.00 am and at any adjournment thereof.

Signed this..... day of 2020

Signature(s) (i) (ii) (iii)

I/WE direct my/our proxy to vote on the following resolutions as I/WE have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or withhold his or her vote at his or her discretion and I/WE authorize my/our proxy to vote (or withhold his or her vote) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

Please clearly mark the box below to instruct your proxy how to vote

RESOLUTION	For	Against	With Held
Approval of the Report and Financial Statements for the Year ending 31 December, 2019			
Confirmation of the interim dividend of KShs. 1.00 per ordinary share paid on 15 November, 2019 and approval of the final dividend of KShs. 2.50 per ordinary share, payable, net of withholding tax, on or before 3 July 2020 to shareholders on the Register of Members at the close of business on 27 April, 2020			
Re-election of Ms. Georgina Malombe			
Re-election of Mr. Andrew Wambari Kairu			
Re-election of Mr. Lawrence Mark Njiru			
Appointment of Mrs. Anne Eriksson as a Director having been appointed by the Board to fill in a casual vacancy, and being eligible offers herself for re-election			
Audit Committee: In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit Committee be elected to continue to serve as members of the said Committee: (i) Mr. Lawrence Mark Njiru, (ii) Mr. John Nyerere and (iii) Mrs. Anne Eriksson			
Approve the Directors' Remuneration Report and to authorize the Board to fix the remuneration of Directors			
Appoint Messrs. PriceWaterhouseCoopers, Certified Public Accountants, as the new Auditors of the Company in place of KPMG, Certified Public Accountants (whose term expires at the end of this meeting) until conclusion of the next Annual General Meeting			
Authorize the Directors to fix the remuneration of the Auditors			

ELECTRONIC COMMUNICATIONS PREFERENCE FORM Please complete in BLOCK CAPITALS

Full name of member(s):

.....

Address:

.....

CDSC No. (if known)

(This can be found on your CDSC Statement)

Mobile Number

Date: D D M M Y Y Y Y

Signature(s) (i) (ii)

Please tick **ONE** of the boxes below and return to Image Registrars at P.O. Box 9287 – 00100 Nairobi, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street: **Approval of Registration**

I/WE approve to register to participate in the virtual Annual General Meeting to be held on Thursday 4 June, 2020.

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 AGM

Notes:

1. If a member is unable to attend personally, this Proxy Form should be completed, duly signed and returned to reach the Company's share registrar, **Image Registrars Limited**, 5th Floor, Barclays Plaza, Loita Street, P. O. Box 9287 – 00100 Nairobi or can be scanned and emailed to info@image.co.ke in PDF format, to arrive not later than **10:00 a.m.** on **Tuesday 2 June, 2020** 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 given 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. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint any other person as a proxy, delete the words "the Chairman of the Meeting or" and insert the full name of your proxy in the space provided. 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.