



KCB GROUP PLC 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 (see notes 2 and 3) (Name of proxy) of P.O.BOX and whose mobile phone number for purposes of registration and voting is OR FAILING WHOM, the Chairman of the Meeting in respect of my (Number of shares). Please indicate here if you are appointing more than one proxy (including the mobile phone number of such 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 27 May 2021 at 10.00 am and at any adjournment thereof.

Signed this day of 2021

Signature(s)

i) ii)

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	ABSTAIN
Approval of the Report and Financial Statements for the Year ending 31 December 2020			
Approval of the final dividend of Kes. 1.00 per ordinary share, payable, net of withholding tax, on or before 26 June 2021 to shareholders on the Register of Members at the close of business on 26 April 2021.			
Re-election of Mr. John Nyerere.			
Re-election of C. S. – National Treasury.			
Re-election of Mrs. Anne Eriksson.			
Appointment of Mr. Ahmed Mohamed as a Director having been appointed by the Board to fill in a casual vacancy and being eligible offers himself for re-election.			
Appointment of Dr. Obuya Bagaka as a Director having been appointed by the Board to fill in a casual vacancy and being eligible offers himself 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) Mrs. Anne Eriksson, (ii) Mr. Tom Ipomai, (iii) Ms. Georgina Malombe and (iv) Dr. Obuya Bagaka.			
Approve the Directors' Remuneration Report and to authorize the Board to fix the remuneration of Directors.			
To re-appoint Messrs. PriceWaterhouseCoopers, Certified Public Accountants, as the Auditors of the Company until conclusion of the next Annual General Meeting.			
Authorize Directors to fix the remuneration of the Auditors.			
Proposed amendment to the Articles of Association To consider and, if thought fit, pass the following resolutions BY WAY OF SPECIAL RESOLUTION: THAT , the Articles of Association of the Company be amended by inserting a new Article 54A immediately after Article 54 to read as follows: <i>"54A. Notwithstanding the provisions of Article 54 and 58, the Members may, if they think fit, or if the Directors notify them that such is the manner in which any particular general meeting would be held, hold a physical, virtual or hybrid meeting".</i>			
Proposed amendment to the Articles of Association To consider and, if thought fit, pass the following resolutions BY WAY OF SPECIAL RESOLUTION: THAT , the Articles of Association of the Company be amended by deleting Article 112 in its entirety and substituting with the following new Article: <i>"112 Where the Company elects to maintain the seal, the Directors shall provide for safe custody of the seal which shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf; and every instrument to which the seal shall be affixed shall be signed by two Directors or one Director and the Company Secretary or one director and such other person as the Directors may appoint for the purpose."</i>			
Acquisition of up to 100% of the issued share capital of Banque Populaire Du Rwanda PLC The acquisition by KCB of up to 100% of the issued shares in Banque Populaire Du Rwanda PLC ("BPR"), in accordance with, and on the terms set out in the share purchase agreement between KCB and the relevant counterparties and as a result of which, upon completion BPR would become a subsidiary of KCB, be and is hereby approved.			
Acquisition of up to 100% of the issued share capital of African Banking Corporation Tanzania Limited The acquisition by KCB of up to 100% of the issued shares in African Banking Corporation Tanzania Limited ("BancABC Tanzania"), in accordance with, and on the terms set out in the share purchase agreement between KCB and the relevant counterparties and as a result of which, upon completion BancABC Tanzania would become a subsidiary of KCB, be and is hereby approved.			
The board of directors of KCB be and is hereby authorised to do all such things and take all such steps as are necessary to give effect to the above resolutions.			

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:
Signature:

Please tick ONE of the boxes below and return to Image Registrars at P.O. Box 9287 – 00100 Nairobi, 5 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 27 May 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 AGM

- 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**, 5 Floor, Absa Towers (formerly Barclays Plaza), Loita Street, P. O. Box 9287 – 00100 Nairobi or can be scanned and emailed to kcbshares@image.co.ke in PDF format, to arrive not later than **10:00 a.m.** on Tuesday 25 May 2021 i.e. 48 hours before the meeting or any adjournment thereof.
- 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.
- 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.
- 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.
- A "vote abstain" 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.