



# KCB GROUP PLC PROXY FORM

**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 23 May 2024 at 10.00 am and at any adjournment thereof.

Signed this ..... day of ..... 2024

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
To receive, consider and, if thought fit, adopt the Audited Consolidated Financial Statements for the year ending 31 December 2023 together with the reports of the Directors, the Group Chairman, the Group Chief Executive Officer and the Auditor thereon.			
To re-elect <b>Mrs. Alice Kirenge</b> , who, in accordance with Articles 94, 95 and 96 of the Company's Articles of Association, retires by rotation, and being eligible, offers herself for re-election.			
To re-elect <b>Mr. Lawrence Njiru</b> , who, in accordance with Articles 94, 95 and 96 of the Company's Articles of Association, retires by rotation, and being eligible, offers himself for re-election.			
To re-elect <b>Ms. Anuja Pandit</b> , who, in accordance with Articles 94, 95 and 96 of the Company's Articles of Association, retires by rotation, and being eligible, offers herself for re-election.			
To approve the appointment of <b>Mrs. Agnes Lutukai</b> , who, in accordance with Article 101 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, retires from the Board and being eligible offers herself for re-election.			
To re-elect <b>Dr. Joseph Kinyua</b> who, in accordance with guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, having attained the age of 70, retires from the Board and being eligible and having expressed his willingness to continue serving as a director, offers himself for re-election.			
<b>Audit Committee:</b> In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit Committee and, subject to being re-elected to continue to serve as directors as may be applicable, be elected to continue to serve as members of the said Committee:			
1. Mr. Lawrence Njiru			
2. Mr. Ahmed Mahmoud			
3. Mrs. Alice Kirenge			
4. Ms. Anuja Pandit			
To receive, consider and, if thought fit, 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			
To 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: .....

Signature: .....

Please tick the boxes below to signify your approval/consent 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 23 May 2024.

**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, Absa Towers (formerly Barclays Plaza), Loita Street, P. O. Box 9287 – 00100 Nairobi or can be scanned and emailed to [kcbshares@image.co.ke](mailto:kcbshares@image.co.ke) in PDF format, to arrive not later than **10:00 a.m.** on Tuesday 21 May 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 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.