



Electronic Registration Consent Form

(Please complete form in BLOCK CAPITALS)

Full name of member(s): _____

Address: _____

Mobile Number: _____

Date: _____

Signature: _____

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

Consent to Registration

I/WE consent to registration to participate in the virtual Annual General Meeting for Stanbic Holdings Plc to be held on 20th 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 electronic voting at the AGM



The voting follows the following steps:

- STEP 1:** The Company, through Image Registrars, will send an SMS to shareholders on the day and start time of the AGM inviting them to vote using the USSD platform. The SMS will read:
- Dear Shareholder, you can now vote on the Stanbic Holdings Plc 2021 Annual General Meeting Resolutions by dialling *483*822#. This is a free service. Voting closes on 20th May 2021 at 1pm.*
- STEP 2:** Shareholder responds by dialling the USSD Code: *483*822#
- STEP 3:** The Shareholder MSISDN* will be compared against the ones in the database. If the shareholder exists in the database and has not voted before, they are presented with a Menu to Vote or else will receive the message below:
- Dear esteemed shareholder, you have already voted before. Thanks.*
- Only individual shareholders whose MSISDN numbers have been verified will be allowed to vote. For companies and self-help groups, a nominated number must be registered with Image Registrars at least a day before the AGM date.
- If the MSISDN cannot be found on the system, the USSD session ends with the shareholder receiving the message below:
- Sorry, your Mobile Number is not currently registered to vote. Please contact Image Registrars to register.*
- STEP 4:** The first question (I adopt the Audited Financial Statements for the year ended 31 December 2020 together with the Chairman's, Directors' and Auditors' reports thereon) is then presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 5:** The second question (I approve a first and final dividend of KSh3.80 per ordinary share for the Financial Year ended 31 December 2020 as recommended by the Directors) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 6:** The third question (I re-elect Mr Peter Gethi who retires at the end of this meeting in accordance with provisions of Articles 110 and 112 of the Company's Articles of Association, and, being eligible has offered himself for re-election) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- *Mobile Station International Subscriber Directory Number
- STEP 7:** The fourth question (I re-elect Ms Dorcas Kombo who retires at the end of this meeting in accordance with provisions of Articles 110 and 112 of the Company's Articles of Association, and, being eligible has offered herself for re-election) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 8:** The fifth question (I elect Mr Samuel Gikandi who retires at the end of this meeting in accordance with provisions of Article 109 of the Company's Articles of Association, and, has been recommended by the Board for election as a Board Director to fill a casual vacancy) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 9:** The sixth question (In accordance with the provisions of Section 681(1) of the Companies Act, 2015, I approve the Directors' remuneration report contained in in the Audited Financial Statements for the year ended 31 December 2020) as presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 10:** The seventh question (I approve the Directors' Remuneration Policy contained in the Audited Financial Statements for the year ended 31 December 2020) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 11:** The eighth question (I approve the appointment of Messrs KMPG as the Auditor of the Company for the year 2021 pursuant to Section 721(4) of the Companies Act, 2015) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 12:** The ninth question (I authorise the Directors to fix the Auditor's remuneration for the year 2021 pursuant to Section 724(1) of the Companies Act, 2015) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 13:** The tenth question (I approve the appointment of the proposed members of the Board Audit Committee pursuant to Section 769(1) of the Companies Act, 2015) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 14:** The eleventh question (I approve the special resolution to amend the Memorandum & Articles of Association of the Company to be in line with the Companies Act No.17, 2015, with the Capital Markets Authority's Code of Corporate Governance Practices for Issuers of Securities to the Public and with good governance practice) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 15:** The twelfth question (I approve the special resolution to adopt the revised Memorandum & Articles of Association of the Company as presented on the Company's website) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.
- STEP 16:** The shareholder is presented with a Submit Response option or Go back to edit the responses. On hitting submit, the shareholder register is updated using an application programming interface (API).
- STEP 17:** An SMS to confirm the successful voting is sent to the shareholder.
- Thank You for voting. The final results of the voting will be published on the Company's website within 48 hours after the Annual General Meeting. The results will also be sent via SMS to shareholders.