



Annual General Meeting for Stanbic Holdings Plc

Proxy Form

To: The Company Secretary
Stanbic Holdings Plc

PROXY FORM for 2022 Annual General Meeting (AGM) for Stanbic Holdings Plc

(Please complete form in block letters)

CDSC A/c No:

Shareholder No:

ID/Registration/Passport No:

I/We, _____

of _____

being a member of STANBIC HOLDINGS PLC hereby appoint

of _____

or failing him/her _____

of _____

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 19th May 2022 and at any adjournment thereof.

Mobile Number (of the proxy holder): _____

Dated this _____ day of _____ 2022

Full Name: _____

Signature: _____

Note: The proxy form should be completed and returned to reach the Company's shares registrar, Image Registrars Limited, not later than 48 hours before the meeting or any adjournment thereof, using either of the addresses provided below:

1. Image Registrars Ltd, offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, Kenya
P.O. Box 9287- 00100 GPO, Nairobi, Kenya
Email: stanbicagm@image.co.ke



ELECTRONIC REGISTRATION CONSENT FORM

Please complete in BLOCK CAPITALS

Full name of member(s): _____

Address: _____

Mobile Number: _____

Signature: _____

Date: _____

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

Consent to Registration

I/We hereby consent to registration to participate in the virtual Annual General Meeting for Stanbic Holdings Plc to be held on 19th May 2022.

Consent for use of the Mobile Number provided

I/We hereby give my/our consent for the use of the mobile number provided for purposes of electronic voting at the AGM

Signature: _____

Date: _____

Notes:

1. If a member is unable to attend personally, this proxy form should be completed, duly signed and delivered to the offices of the Company's shares registrar, Image Registrars Limited, 5th floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, P.O Box 9287-00100 GPO Nairobi or be scanned and emailed to stanbicagm@image.co.ke, to be received not later than 10.00 am Tuesday 17th May 2022 i.e. 48 hours before the meeting or any adjournment thereof.
2. Any person appointed as a proxy should submit his/her mobile telephone number to the share registrar no later than Tuesday 17th May 2022 at 11.00 am.
3. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Wednesday 18th May 2022 to allow time to address any issues.
4. This proxy form must be signed by the appointor or his attorney duly authorised in writing.



5. 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 authorised attorney of such corporate body.
6. 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. A proxy need not to be a shareholder of the Company.
7. 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.

The voting follows the following steps:

STEP 1

The Company, through Image Registrars, will send an SMS to registered shareholders inviting them to vote using the USSD platform or web platform. The SMS will read:

*Dear Shareholder, you can now vote on the Stanbic Holdings Plc 2022 Annual General Meeting Resolutions by dialling *483*824# or using the VOTE tab on your livestream link.*

STEP 2

Shareholder responds by dialling the USSD Code above:

STEP 3

The Shareholder details 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 mobile 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 mobile 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 for assistance.

STEP 4

The first question (I adopt the Audited Financial Statements for the year ended 31 December 2021 together with the Chairman's, Directors' and Auditors' reports thereon) is then presented and the shareholder responds by voting 'Yes' or 'No' or 'Abstain'. The menu proceeds to the next question.

STEP 5

The second question (I approve a final dividend of KShs7.30 per ordinary share for the Financial Year ended 31st December 2021 as recommended by the Directors) is presented and the shareholder responds by voting 'Yes' or 'No' or 'Abstain'. The menu proceeds to the next question.

STEP 6

The third question (I re-elect Mr Kitili Mbathi who retires at the end of this meeting in accordance with provisions of Articles 104 and 106 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' or 'Abstain'. The menu proceeds to the next question.

STEP 7

The fourth question (I re-elect Ms Rose Osoro who retires at the end of this meeting in accordance with provisions of Articles 104 and 106 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' or 'Abstain'. The menu proceeds to the next question.



STEP 8

The fifth question (I elect Ms Wambui Kihuha Mbesa who retires at the end of this meeting in accordance with provisions of Article 101 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' or 'Abstain'. The menu proceeds to the next question.

STEP 9

The sixth question (I elect Mr Joseph Loyld Omondi Muganda who retires at the end of this meeting in accordance with provisions of Article 101 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' or 'Abstain'. The menu proceeds to the next question.

STEP 10

The seventh 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 2021) as presented and the shareholder responds by voting 'Yes' or 'No' or 'Abstain'. The menu proceeds to the next question.

STEP 11

The eighth question (I approve the Directors' Remuneration Policy contained in the Audited Financial Statements for the year ended 31 December 2021) is presented and the shareholder responds by voting 'Yes' or 'No' or 'Abstain'. The menu proceeds to the next question.

STEP 12

The ninth question (I approve the appointment of Messrs KMPG as the Auditor of the Company for the year 2022 pursuant to Section 721(4) of the Companies Act, 2015) is presented and the shareholder responds by voting 'Yes' or 'No' or 'Abstain'. The menu proceeds to the next question.

STEP 13

The tenth question (I authorise the Directors to fix the Auditor's remuneration for the year 2022 pursuant to Section 724(1) of the Companies Act, 2015) is presented and the shareholder responds by voting 'Yes' or 'No' or 'Abstain'. The menu proceeds to the next question.

STEP 14

The eleventh 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' or 'Abstain'. The menu proceeds to the next question.

STEP 15

The shareholder is presented with a Submit Response option or Go back to edit the responses. On hitting submit, the shareholder's vote is registered and cannot be changed.

STEP 16

The shareholder will receive a notification that his vote has been successfully submitted.