



Annual General Meeting for Stanbic Holdings Plc

Proxy Form

To: The Company Secretary

Stanbic Holdings Plc

PROXY FORM for 2023 Annual General Meeting (AGM) for Stanbic Holdings Plc

(Please complete the 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 _____

of _____

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on Thursday,

18th May 2023 and at any adjournment thereof.

Mobile Number (of the proxy holder): _____

Dated this _____ day of _____ 2023

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 on 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, Kenya
2. Image Registrars Ltd, P.O. Box 9287- 00100 GPO, Nairobi, Kenya
3. stanbicagm@image.co.ke

ELECTRONIC REGISTRATION CONSENT FORM

Please complete 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 18th May 2023.

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 2023 Annual General Meeting Resolutions by dialing *483*824#. This is a free service.

STEP 2

Shareholder responds by dialing the USSD Code:

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 2022 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 Kshs 12.60 per ordinary share for the Financial Year ended 31 December 2022 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 Joseph Lloyd Omondi Muganda 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'. The menu proceeds to the next question.

STEP 7

The fourth question (I re-elect Mr. Peter Nderitu Gethi 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'. The menu proceeds to the next question.

STEP 8

The fifth question (In accordance with the provisions of Section 681(1) of the Companies Act, 2015, I approve the Directors' remuneration report contained in the Audited Financial Statements for the year ended 31 December 2022) as presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.

STEP 9

The sixth question (I approve the Directors' Remuneration Policy contained in the Audited Financial Statements for the year ended 31 December 2022) is 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 appointment of Messrs KMPG as the Auditor of the Company for the year 2023 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 11

The eighth question (I authorise the Directors to fix the Auditor's remuneration for the year 2023 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 12

The ninth 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 13

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 14

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.