



2025 Annual General Meeting for Stanbic Holdings Plc

Proxy Form

To: The Company Secretary

Stanbic Holdings Plc

PROXY FORM for 2025 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, 15th May 2025 at 11.00am and at any adjournment thereof.

Mobile Number (of the proxy holder): _____

Dated this _____ day of _____ 2025

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
2. Image Registrars Ltd, P.O. Box 9287- 00100 GPO, Nairobi, Kenya
3. stanbicagm@image.co.ke



Electronic Registration Consent Form

(Please complete the form in BLOCK LETTERS)

Full name of shareholder(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 15th May 2025.

☐

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

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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 2024 Annual General Meeting Resolutions by dialling *483*903#.

STEP 2

Shareholder responds by dialling 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 2024 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 confirm the payment of an interim dividend of Kshs.1.84 per ordinary share and approve a final dividend of Kshs.18.90 per ordinary share for the Financial Year ended 31 December 2024 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 Ms. Dorcas Florence Kombo who retires at the end of this meeting having attained the age of seventy years and in accordance with provisions of Articles 102 of the Company's Articles of Association and the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, and having been recommended by the Board 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 (I approve that Ms Wambui Kihuha Mbesa 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 though eligible does not offer herself for re-election) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.

CONTINUE TO NEXT PAGE

STEP 9

The sixth question (I elect Ms. Sabira Amit Thakker who having filled a casual vacancy, retires at the end of the meeting in accordance with Articles 101 of the Company's Articles of Association, and having been recommended by the Board, offers herself for election) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.

STEP 10

The seventh question (I elect Mr. Stephen Odinga Okello who having filled a casual vacancy, retires at the end of the meeting in accordance with Articles 101 of the Company's Articles of Association, and having been recommended by the Board, offers himself for election) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.

STEP 11

The eighth 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 2024 and authorize the Board to fix the Directors' remuneration for the year 2025) 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 Directors' Remuneration Policy pursuant to Section 8.21.1 and 8.21.5 of the thirteenth schedule of the Capital Markets (Public Offers, Listing & Disclosures Regulations) 2023) 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 re-appointment of Messrs Deloitte & Touche LLP as the Auditor of the Company pursuant to Section 721(4) of the Companies Act, 2015 and authorize the directors to fix the auditor's remuneration in accordance with the provisions of Section 724(1) of the Companies Act) 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 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 15

The twelfth question (I approve the amendments of the Company's Memorandum and Articles of Association as proposed in Annexure 1 of the Resolution) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.

STEP 16

The thirteenth question (I approve the policies and guidelines tabled in accordance with Paragraph 8.21 of the Thirteenth schedule of the Capital Markets (Public Offers, Listing & Disclosures Regulations) 2023, and authorize the board to oversee their implementation and effect such amendments to the policies and guidelines as may be required from time to time) is presented and the shareholder responds by voting 'Yes' or 'No'. The menu proceeds to the next question.

STEP 17

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 18

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.