

I&M HOLDINGS PLC

CDSC A/c No:
Shareholder No:
ID No:

**THE COMPANY SECRETARY
P.O BOX 51922 -00100
NAIROBI**

PROXY FORM

I/WE.....

of

Being a shareholder of I&M Holdings PLC hereby appoint the Chairman of the Meeting or (see note 7) (Name of proxy) of (Mobile number of proxy) and (email address of the proxy) in respect of my (Number of shares). Please indicate here if you are appointing more than one proxy 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, 2020 at am and at any adjournment thereof.

Signed this..... day of, 2020

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	WITHHELD
Approval of the Group's audited financial statements for the year ended 31 st December 2019 together with the Chairman's, Directors' and Auditors' reports thereon			
Approval of the Directors' remuneration as provided in the accounts for the year ended 31 st December, 2019			
Approval of the first and final dividend of KShs. 2.55 per ordinary share, payable on or around Friday, 26 June 2020 to shareholders on the Register of Members at the close of business on Monday, 8 June, 2020			
Re-election of Mr. Vincent De Brouwer			
Re-election of Ms. Rose Wanjiru Kinuthia			
Re-election of Mr. Daniel Ndonge			
Re-election of Mr. SBR Shah			
Re-election of Dr. Alice Nyambura Koigi			
Re-election of Mr. Michael Turner			

<p>Audit Committee: In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit Committee be elected to continue to serve as members of the said Committee: (i) Mr. Michael Turner, (ii) Mr. Vincent De Brouwer and (iii) Ms. Rose Wanjiru Kinuthia</p>			
<p>Re-appointment of auditors: Messrs. KPMG Kenya Certified Public Accountants (K), having expressed their willingness, continue in office in accordance with Section 721 (2) of the Companies Act, 2015 and authorization of the Directors to fix their remuneration for the ensuing financial year.</p>			
<p>THAT, the Articles of Association of the Company be amended so as to insert a new clause 66A which will read as follows: “The Board may determine that a general meeting may be held entirely by electronic or other communication facility that permits all those entitled to be present to participate in the meeting. Any shareholder (entitled to vote) participating at the meeting may vote by means of the telephonic, electronic or other communication facility that the Company has made available for that purpose.”</p>			
<p>THAT, the Articles of Association of the Company be amended by deleting Article 149 in its entirety.</p>			