

**I&M GROUP 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 Group 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 ....., 2022 at ..... am and at any adjournment thereof.

Signed this..... day of ....., 2022

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.**

<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b>
1. Approval of the Group's audited financial statements for the year ended 31 <sup>st</sup> December 2021 together with the Chairman's, Directors' and Auditors' reports thereon			
2. Approval of the Directors' remuneration as provided in the accounts for the year ended 31 <sup>st</sup> December, 2021			
3. Approval of the first and final dividend of Kshs. 1.5 per share amounting to Kshs. 2,480,432,214 for the year ended 31 December 2021. The dividend will be payable to the shareholders in the Company's			

Register of Members at the close of business on 21 <sup>st</sup> April 2022 and will be paid on or around 26 <sup>th</sup> May 2022.			
4. Re-election of Mr. Daniel Ndonye			
5. Re-election of Mr. SBR Shah			
6. Re-election of Mr. Michael Turner			
7. Re-election of Dr. Alice Nyambura Koigi			
8. Re-election of Ms. Rose Wanjiru Kinuthia			
9. 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) Ms. Rose Wanjiru Kinuthia, (ii) Mr. Michael Turner, (iii) Dr. Alice Nyambura Koigi and (iv) Mr. Allan Christopher Michael Low.			
10. 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.			
11. THAT the new Articles of Association (a copy of which were tabled at the meeting) be and are hereby adopted as the Articles of Association of the Company in complete substitution for, and to the exclusion of, the Company's existing Articles of Association, including any provisions contained in the Company's memorandum of association that were automatically deemed to form part of the Company's existing articles under section 26 of the Companies Act, 2015.			
12. THAT the Company Secretary or any other person authorised by the board of directors of the Company be and is hereby instructed to take all necessary action and file all applicable returns required to implement this resolution.			