

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 (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 **Thursday, 22nd May 2025 at 10.00am** and at any adjournment thereof.

Signed this..... day of, 2025

Signature(s) (i) (ii)

Notes:

1. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.
A proxy form is available on the Company's website via this link: <https://www.imbank.com/about-us/i-and-m-holdings/investor-relations>. Physical copies of the proxy form are also available at the following address: Image Registrars Ltd, 5th Floor, Absa Towers, Loita Street P. O. Box 9287-00100 Nairobi.
A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to or delivered to Image Registrars Ltd, 5th Floor, Absa Towers, Loita Street P. O. Box 9287-00100 Nairobi, so as to be received not later than 20th May 2025 at 5.00 p.m. Any shareholder appointing a proxy must provide the phone number, Identity Card Number and e-mail address of the proxy on the proxy form. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 20th May 2025 to allow time to address any issues.
2. All proxies should register using either the web portal or USSD. When registering, the proxy will be required to use their identity card/Passport Number. For further assistance, Proxies may call Image Registrars Ltd +254 709 170 000/60.

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
1. Approval of the Group's audited financial statements for the year ended 31 st December 2024 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 st December, 2024			
3. To approve payment of a final dividend of Kshs.1.70 per share amounting to Kshs. 2,870,656,509 for the year ended 31 st December 2024. The dividend will be payable to the shareholders appearing/listed in the Company's Register of Members at the close of business on Wednesday, 16 th April 2025 and will be paid on or around Thursday, 22 nd May 2025			
4. Re-election of Mr. S B R Shah			
5. Re-election of Mr. Oliver Merrick Fowler			
6. Re-election of Ms. Rose W. Kinuthia			
7. Re-election of Ms. Brenda Wangari Mugo			
8. Pursuant to the provisions of Section 769 of the Companies Act, 2015, the following Directors being members of the Board Audit and Risk Management Committee, be elected to continue to serve as Members of this Committee: i) Ms. Rose W. Kinuthia ii) Ms. Risper Ohaga iii) Mr. Naval Sood			
9. <u>Appointment of auditors:</u> Approve the appointment of Messrs. PricewaterhouseCoopers LLP Kenya as external auditors of the Company pursuant to Section 721(2) of the Companies Act 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year.			
10. <u>Approval of Company policies:</u> Approve the following company policies for implementation: a) Board Directors' Remuneration Policy b) Stakeholder Engagement Policy c) Communication & Disclosure Policy d) Dispute Resolution Policy e) Board Succession Policy			