EQUITY GROUP HOLDINGS PLC PROXY FORM

THE SEVENTEENTH ANNUAL GENERAL MEETING TO BE HELD VIA ELECTRONIC COMMUNICATION ON 24TH JUNE 2021

THE GROUP COMPANY SECRETARY,
EQUITY GROUP HOLDING PLC,
EQUITY CENTRE, 9TH FLOOR,
HOSPITAL ROAD UPPERHILL,
P.O.BOX 75104-00200
NAIROBI

PROXY FORM

I/We____

____

CDS A/C No ____

Of (address) ____

Telephone number ____ and/or email address

____

Being a Shareholder(s) of Equity Group Holdings Plc ("the Company") hereby, appoint ____________________

____

Of (address) ____

Telephone number ________________________ and email address ____________________________

or, failing him, the duly appointed Chairman of the meeting to be my/our proxy, to vote on my/ our behalf at the virtual Annual General Meeting of the Company to be held electronically and chaired from the Company's Head Office situated at EQUITY CENTRE, 9TH FLOOR, Hospital Road, Upper Hill, Nairobi on 24th June, 2021 at 10:00 am or at any adjournment thereof.

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;

RESOLUTIONS ORDINARY BUSINESS

i. Consideration of the Audited Financial Statements for the financial year ended 31st December, 2020.

To receive, consider and if thought fit, adopt the Audited Financial Statements and Directors' Remuneration Report for the year ended 31st December, 2020, together with the Chairman's, Directors' and Auditors' reports thereon.

For:	
Against:	
Withheld:	

ii. Remuneration of Directors

To approve the remuneration of the Directors for the year ended 31st December, 2020.

For:	
Against:	
Withheld:	

iii. Election of Directors

a. To approve the appointment of Dr. Helen Gichohi, who in accordance with Article 100 of the Company's Articles of Association, retires from office by rotation and being eligible, offers herself for re-election;

For:

Against:

Withheld:

b. To approve the appointment of Mr. Vijay Gidoomal, who in accordance with Article 100 of the Company's Articles of Association, retires from office by rotation and being eligible, offers himself for re-election;

For:

Against:

Withheld:

iv. In accordance with the provisions of section 769 of the Companies Act, 2015, to approve the election of the following Directors, being members of the Board Audit Committee to continue to serve as members of the said Committee:

a. Dr. Edward Odundo;

For:

Against:

Withheld:

b. Mrs. Evelyn Rutagwenda;

For:

Against:

Withheld:

c. Mr. Vijay Gidoomal; and

For:

Against:

Withheld:

d. Dr. Helen Gichohi.

For:

Against:

Withheld:

v. To pass an ordinary resolution pursuant to section 721 of the Companies Act, 2015 to appoint PricewaterhouseCoopers LLP as auditors of the Company taking note that the auditors have expressed their willingness to continue in office and to authorize the Directors to fix their remuneration.

For:

Against:

Withheld:

1. SPECIAL BUSINESS

a. SPECIAL RESOLUTIONS

i. To amend Articles 1 and 79 of the Articles of Association of the Company and create a new Article 79A of the Articles of Association of the Company to provide for (i) the abilitity to nominate a Director for any shareholder holding more than 12.5% of the Company's issued shared; (ii) ability to nominate a director for the Equity Group Foundation; and (iii) the appointment of Executive Directors (as defined below).

Pursuant to section 22 of the Companies Act, 2015 the text of the special resolution is set out below:

1. *Amendment of Article 1 of the Articles of Association of the Company by insertion of the following new definitions:*
   i. *"Executive Director" after the definition of "The Directors"*

      *"**Executive Director** means a member of the Board who is an employee of the Company and also serves as a senior manager of the Company and includes the Managing Director and the term **"Executive Directors"** shall be construed accordingly";*

   ii. *"Equity Group Foundation" after the definition of "Board"*

      ***Equity Group Foundation** means Equity Group Foundation, a company limited by guarantee and incorporated in the republic of Kenya with Company Number C.150117.*

2. *Amendment of Article 79 of the Articles of Association of the Company by insertion of a new Article 79A of the Articles of Association of the Company immediately after Article 79 of the Articles of Association of the Company.*

   Article 79A

   i. *Each shareholder shall be entitled to nominate for appointment, in accordance with the process under applicable law and the Company's board charter, one (1) Director for each complete twelve-point five percent (12.5%) of shares held by the shareholder in the Company provided always that the total number of Directors so nominated for appointment by Shareholders pursuant to this Article 79A shall not exceed four (4) Directors.*
   ii. *The Equity Group Foundation shall be entitled to nominate for appointment in accordance with the process under applicable law and the Company's board charter, one (1) Director.*
   iii. *The number of Executive Directors shall not exceed three (3).*

For: ______________

Against: ______________

Withheld: ______________

As witness to my/our hands this ______________ day of ______________ 2021

Signature(s) ______________

ELECTRONIC REGISTRATION CONSENT FORM

Please complete in **BLOCK CAPITALS**

Full name of member(s): ....

....

Address: ....

....

Mobile Number ______________

Date: ....

Signature: ....

ELECTRONIC REGISTRATION CONSENT FORM (continued)

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 or through the email address provided under Note 3 below:

Consent to Registration

I/WE consent to registration to participate in the virtual Annual General Meeting for Equity Group Holdings Plc to be held on 24th June 2021. ☐

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 ☐

This form is to be used *in favour of/*against/*withheld the resolution (*Strike out whichever is not desired)

NOTES:

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes and in the notes to the Annual General Meeting Notice.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.
3. This proxy form should be completed and signed and sent or delivered by email to EGHAGM2021@equitygroupholdings.com or lodged with and received by the Company Secretary at the Company's Head Office situated at EQUITY CENTRE, 9TH FLOOR, Hospital Road, Upper Hill, Nairobi, or to Image Registrars Ltd, offices, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street; P.O. Box 9287- 00100, Nairobi, email address EquityAGM@image.co.ke not later than 5:00 pm on Tuesday, 22nd June, 2021, failing which it will be invalid.
4. A proxy form must be in writing and in case of an individual shall be signed by the Shareholder or by his attorney, and in the case of a Company, the proxy must be either under the hand of an officer or attorney duly authorized by the Company.
5. Any person appointed as a proxy should submit his/her mobile telephone number to the Company not later than 5:00 pm on Tuesday, 22nd June, 2021. Any proxy registration that is rejected shall be communicated to the Shareholder concerned no later than 10:00 am Wednesday, 23rd June, 2021 to allow time to address any issues.