EQUITY GROUP HOLDINGS PLC PROXY FORM

THE EIGHTEENTH ANNUAL GENERAL MEETING TO BE HELD VIA ELECTRONIC COMMUNICATION ON 29TH JUNE 2022

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

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 29th June 2022 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 boxes below to instruct your proxy how to vote;

1. ORDINARY BUSINESS

i. Consideration of the Audited Financial Statements for the financial year ended 31st December 2021.

To receive, consider and if thought fit, adopt the Audited Financial Statements and Directors' Remuneration Report for the year ended 31st December 2021, together with the Chairman's, Directors' and Auditors' reports thereon.

For:	
Against:	
Withheld:	

ii. Dividends

To declare a first and final dividend of Kshs 3/- per share with respect of the financial year ended 31st December 2021.

For:	
Against:	
Withheld:	

iii.Remuneration of Directors

To approve the report of the remuneration of the Directors for the year ended 31st December 2021.

For:	
Against:	
Withheld:	

iv.Election of Directors

a. To approve the appointment of Prof. Isaac Macharia, 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:

b. To approve the appointment of Mr. Jonas Mushosho, who having been appointed by the Board on 4th May 2021 retires from office by rotation in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for re-election;

For:
Against:
Withheld:

c. 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:
(i). Dr. Edward Odundo;

For:
Against:
Withheld:

(ii). Mrs. Evelyn Rutagwenda;

For:
Against:
Withheld:

(iii). Mr. Vijay Gidoomal;

For:
Against:
Withheld:

(iv). Dr. Helen Gichohi.

For:
Against:
Withheld:

v. To pass an ordinary resolution pursuant to section 721 of the Companies Act, 2015 to appoint PricewaterhouseCoopers 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:

2. SPECIAL BUSINESS

Special Resolution

Amendment to Articles of Association of the Company

To amend Article 90 of the Articles of Association of the Company to allow the directors of the Company to appoint, in addition to the Managing Director, other Executive Directors of the Company to the Board. The amendment is proposed because Article 90 currently only refers to the Managing Director, but the Company is growing and has added the position of Executive Director of the Company as well

For:
Against:
Withheld:

As witness to my/our hands this ______________________ day of ______________________2022

Signature(s)____

3. ELECTRONIC REGISTRATION CONSENT FORM

Please complete in BLOCK CAPITALS

Full name of member(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 or 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 29th June 2022. [ ]

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 **EGHAGM2022@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 **Monday, 27th June, 2022**, 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 **Monday, 27th June, 2022.** Any proxy registration that is rejected shall be communicated to the Shareholder concerned no later than 10:00 am **Tuesday, 28th June, 2022** to allow time to address any issues.