

# EQUITY GROUP HOLDINGS PLC PROXY FORM

THE TWENTIETH ANNUAL GENERAL MEETING TO BE HELD VIA ELECTRONIC COMMUNICATION ON 26TH JUNE 2024

**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) \_\_\_\_\_

Of \_\_\_\_\_

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 26th June, 2024 at 9:00 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;

## 1. ORDINARY BUSINESS

i. Consideration of the Consolidated Audited Financial Statements for the financial year ended 31st December, 2023.

To receive, consider and adopt the consolidated audited financial statements of the Company for the year ended 31st December 2023 together with the Chairman's, Directors' and Auditors' reports thereon.

For:

Against:

Withheld:

## ii. Dividends

To declare a first and final dividend of KES 4/- per share in respect of the financial year ended 31st December 2023, to be paid on or about 29th June 2024 to the Shareholders on the register of members as at the close of business on 24th May 2024.

For:

Against:

Withheld:

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## iii. Remuneration of Directors

To receive, consider and approve the Directors' Remuneration Report and the remuneration paid to the Directors for the financial year ended 31st December 2023.

For:   
Against:   
Withheld:

## iv. Election of Directors

- a. To approve the appointment of Mr. Vijay Gidoomal as a Director, 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 Dr. Helen Gichohi as a Director, 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:

- c. To approve the appointment, subject to receipt of applicable regulatory approvals, of Mr. Samuel Mwale as a Director, who having been appointed by the Board on 11th August 2023, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for election;

For:   
Against:   
Withheld:

- v. In accordance with the provisions of Section 769 of the Companies Act, CAP 486, Laws of Kenya, the following Directors, being members of the Board Audit Committee of the Company be elected to continue to serve as members of the said Committee:

- a. Dr. Edward Odundo;  
b. Mr. Vijay Gidoomal;;  
c. Dr. Helen Gichohi; and  
d. Dr Evanson Baiya.

For:   
Against:   
Withheld:

- vi. To appoint Messrs PricewaterhouseCoopers as auditors of the Company until the conclusion of the next Annual General Meeting in accordance with Section 721 of the Companies Act, CAP 486, Laws of Kenya and to authorise the Directors to fix their remuneration for the ensuing financial year in accordance with Section 724 (1) of the Companies Act, CAP 486, Laws of Kenya.

For:   
Against:   
Withheld:

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## 2. SPECIAL BUSINESS

To receive, consider and approve the Directors' Remuneration Report and the remuneration paid to the Directors for the financial year ended 31st December 2023.

### (i) Approval of Scheme Documents for the Equity Group Employee Share Ownership Plan

**THAT** subject to regulatory approvals from the Capital Markets Authority, the Draft Trust Deed and Rules be and are approved and adopted as the Trust Deed and Rules of the Equity Group Holdings Plc Employee Share Ownership Plan, and the Board of Directors of the Company be and are authorised to consider and approve any changes proposed or required by the Capital Markets Authority and to do all other acts and things necessary to establish and implement the Equity Group Holdings Plc Employee Share Ownership Plan.

For:   
Against:   
Withheld:

### (ii) Ratification of the acquisition of Compagnie Générale de Banque (Cogebanque) PLC

**THAT** the acquisition by the Company of 198,522 ordinary shares in the capital of Compagnie Générale de Banque PLC (Cogebanque), amounting to 99.261% of the issued shares in Cogebanque be and is hereby approved and ratified.

For:   
Against:   
Withheld:

### (iii) Incorporation of a Banking Holding Company

**THAT** the incorporation, subject to obtaining the requisite regulatory approvals, of a non-operating holding company (the "Banking Holding Company"), as a subsidiary of the Company, to be the holding company for all the subsidiaries within the Equity Group (comprising the Company and its subsidiaries) that undertake banking and investment banking business ("Banking Business") be and is hereby approved. Further, that the Board of Directors of the Company be and are hereby authorised to take all actions necessary to effect the incorporation of the Banking Holding Company, including but not limited to executing and filing all necessary documents and agreements, and paying all associated fees and expenses.

For:   
Against:   
Withheld:

### (iv) Incorporation of a Health Insurance Subsidiary

**THAT** the incorporation, subject to obtaining the requisite regulatory approvals, of a health insurance company in Kenya (the Health Insurance Company) as a subsidiary of the Company, through the Company's insurance holding company, Equity Group Insurance Holdings Limited (the Insurance Holding Company), to conduct and undertake health insurance business in Kenya including the Company providing capital to the Insurance Holding Company of a sum of Kenya Shillings eight hundred million (KES 800,000,000) for the share capital of the Health Insurance Company as required under the Insurance Act, CAP 487, Laws of Kenya and also to cater for the operational expenses of the Health Insurance Company be and is hereby approved. Further that the Board of Directors of the Company be and are hereby authorised to take all actions necessary to

- effect the incorporation of the Health Insurance Company, including but not limited to providing all approvals required from the Company as the sole shareholder in the Insurance Holding Company, executing and filing all necessary documents and agreements, and paying all associated fees and expenses; and
- putting in place all the necessary structures, commercial arrangements and any ancillary arrangements relating to the conduct and undertaking of health insurance business in Kenya.

For:   
Against:   
Withheld:

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As witness to my/our hands this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature(s) \_\_\_\_\_

## 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 26th June 2024.

### 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 [EGHAGM2024@equitygroupholdings.com](mailto:EGHAGM2024@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](mailto:EquityAGM@image.co.ke) not later than 9:00 am on Monday, 24th June, 2024, 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 10:00 am on Monday, 24th June 2024. Any proxy registration that is rejected shall be communicated to the Shareholder concerned not later than 10:00 am Tuesday, 25th June 2024 to allow time to address any issues.