

EQUITY GROUP HOLDINGS PLC PROXY FORM

THE TWENTY FIRST ANNUAL GENERAL MEETING TO BE HELD VIA ELECTRONIC COMMUNICATION ON 25TH JUNE 2025

**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 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 **25th June, 2025 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;

(Mark with an "X" in the below box)

1. ORDINARY BUSINESS

i. Consideration of the Audited Financial Statements for the financial year ended 31st December 2024.

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st December 2024 together with the Chairman's, Directors' and Auditors' reports thereon.

For: ☐

Against: ☐

Withheld: ☐

ii. Dividends

To declare a first and final dividend of KES 4.25 per share in respect of the financial year ended 31st December 2024, to be paid on or about 30th June 2025 to the Shareholders on the register of members as at the close of business on 23rd May 2025.

For: ☐

Against: ☐

Withheld: ☐

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 2024.

For: ☐

Against: ☐

Withheld: ☐

iv. Election of Directors

a. To approve the appointment of Mrs. Farida Khambata as a Director, who having been appointed by the Board on 26th August 2024, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers herself for election;

For: ☐

Against: ☐

Withheld: ☐



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- b. To approve the appointment of Mr. Nick O'Donohoe as a Director, subject to regulatory approval, who having been appointed by the Board on 14th March 2025, 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: ☐

- c. To approve the appointment of Dr. Aloysius Uche Ordu as a Director, subject to regulatory approval, who having been appointed by the Board on 14th March 2025, 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: ☐

- d. To approve the appointment of Mr. Obadiah Biraro as a Director, subject to regulatory approval, who having been appointed by the Board on 14th March 2025, 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: ☐

- e. To approve the appointment of Ms. Lakshmi Shyam-Sunder as a Director, subject to regulatory approval, who having been appointed by the Board on 12th May 2025, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers herself for election;

For: ☐

Against: ☐

Withheld: ☐

- f. To approve the appointment of Eng. David Mutombo as a Director, subject to regulatory approval, who having been appointed by the Board on 14th March 2025, 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. Appointment of Directors to the Board Audit Committee

In accordance with the provisions of Section 769 of the Companies Act, CAP 486, Laws of Kenya, the following Directors be elected to serve as members of the Board Audit Committee:

- a. Mr. Obadiah Biraro;

For: ☐

Against: ☐

Withheld: ☐

- b. Dr. Aloysius Uche Ordu;

For: ☐

Against: ☐

Withheld: ☐

- c. Ms. Lakshmi Shyam-Sunder

For: ☐

Against: ☐

Withheld: ☐

- d. Dr. Evanson Baiya.

For: ☐

Against: ☐

Withheld: ☐

vi. Appointment of Auditors

To appoint Messrs PricewaterhouseCoopers who were first appointed in 2017 as auditors of the Company to continue 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: ☐

2. SPECIAL BUSINESS

- a. **Ordinary Resolution Approval of Policies Pursuant to Regulation 8.21 of the Thirteenth Schedule to the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023**

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(i) Directors remuneration policy;

For: ☐

Against: ☐

Withheld: ☐

(ii) Stakeholder engagement policy;

For: ☐

Against: ☐

Withheld: ☐

(iii) Transparency and disclosure policy;

For: ☐

Against: ☐

Withheld: ☐

(iv) Dispute resolution policy; and

For: ☐

Against: ☐

Withheld: ☐

(v) Board appointment policy and procedure

For: ☐

Against: ☐

Withheld: ☐

b. Establishment of a Representative Office for Equity Group Holdings Plc (the Company) in the United Arab Emirates (U.A.E.)

- i. THAT the establishment, subject to obtaining the requisite regulatory approvals, of the representative office for the Company or any one of its subsidiaries in the United Arab Emirates (U.A.E.) (the Representative Office in the U.A.E), be and is hereby approved; and
- ii. THAT the Board of Directors of the Company be and are hereby authorized to take all actions necessary to effect the establishment of the Representative Office in the U.A.E., including but not limited to 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 the business of the Representative Office in the U.A.E.

For: ☐

Against: ☐

Withheld: ☐

As witness to my/our hands this _____ day of _____ 2025

Signature(s) _____

ELECTRONIC REGISTRATION CONSENT FORM

Please complete in BLOCK CAPITALS

Full name of member(s): _____

Address: _____

Mobile Number: _____

Date: _____

Signature: _____

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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 25th June 2025.

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Consent for use of the Mobile Number provided

I/We give my/our consent for the use of the mobile number provided for purposes of electronic voting at the AGM

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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 you 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 EGHAGM2025@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 9:00 am on Monday, 23rd June, 2025, 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 proxy registration that is rejected shall be communicated to the Shareholder concerned no later than 9:00 am Tuesday, 24th June 2025 to allow time to address any issues.