

EQUITY GROUP HOLDINGS PLC PROXY FORM

THE TWENTY SECOND ANNUAL GENERAL MEETING TO BE HELD VIA ELECTRONIC COMMUNICATION ON 24TH JUNE 2026

**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 **24th June, 2026 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 a "✓". 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 a "✓" in the below box)

1. ORDINARY BUSINESS

i. Consideration of the Audited Financial Statements for the financial year ended 31st December 2025.

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st December 2025 together with the Chairman's, Directors' and Auditors' reports thereon.

For:

Against:

Withheld:

ii. Dividends

To declare a first and final dividend of KES 5.75 per share in respect of the financial year ended 31st December 2025, to be paid on or about 30th June 2026 to the Shareholders on the register of members as at the close of business on 22nd May 2026.

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 2025.

For:

Against:

Withheld:

iv. Election of Directors

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

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b. To approve the retention of Mrs. Farida Khambata as a Director, notwithstanding that she has attained the age of seventy (70) years, in accordance with the provisions of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015;

For:

Against:

Withheld:

c. To approve the appointment of Mr. Jonas Mushosho 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:

d. To approve the appointment of Dr. Evanson Baiya 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:

e. To approve the appointment, subject to regulatory approval, of Dr. Eliane Ubalijoro as a Director, who having been appointed by the Board on 23rd March 2026, 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:

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. Dr. Lakshmi Shyam-Sunder

For:

Against:

Withheld:

d. Dr. Evanson Baiya.

For:

Against:

Withheld:

vi. Appointment of Auditors

To appoint Messrs Ernst & Young 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:

(i) Incorporation of a Microinsurance Subsidiary:

THAT the incorporation, subject to obtaining the requisite regulatory approvals, of a micro insurance company in Kenya **(the Microinsurance Company)** as a subsidiary of the Company, through the Company's insurance holding company, Equity Group Insurance Holdings Limited (the **Insurance Holdings Company**), to conduct and undertake microinsurance business in Kenya including the Company providing capital to the Insurance Holdings Company of a sum of Kenya Shillings one hundred and ninety two million (KES 192,000,000) for the share capital of the Microinsurance Company as required under the Insurance Act, CAP 487, Laws of Kenya and also to cater for the operational expenses of the Microinsurance 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:

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

For:

Against:

Withheld:

(ii) Incorporation of a Life Insurance Subsidiary in the Democratic Republic of Congo (DRC)

THAT the incorporation, subject to obtaining the requisite regulatory approvals, of a life insurance company in the Democratic Republic of Congo (the **DRC Life Insurance Company**) as a subsidiary of the Company, through the Company's insurance holding company, Equity Group Insurance Holdings Limited (**the Insurance Holdings Company**), to conduct and undertake life insurance business in the Democratic Republic of Congo including the Company providing capital to the Insurance Holdings Company of a sum of United States Dollars twelve million (USD 12,000,000) for the share capital of the DRC Life Insurance Company as required under Law No. 15/005 of March 17, 2015 Establishing the Insurance Code) (the **DRC Insurance Code**) and also to cater for the operational expenses of the DRC Life 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 DRC Life Insurance Company, including but not limited to providing all approvals required from the Company as the sole shareholder in the Insurance Holdings Company, executing and filing all necessary documents and agreements, and paying all associated fees and expenses; and

- put in place all the necessary structures, commercial arrangements and any ancillary arrangements relating to the conduct and undertaking of life insurance business in the Democratic Republic of Congo.

For:

Against:

Withheld:

(iii) Incorporation of a General Insurance Subsidiary in the Democratic Republic of Congo (DRC)

THAT the incorporation, subject to obtaining the requisite regulatory approvals, of a general insurance company in the Democratic Republic of Congo (the **DRC General Insurance Company**) as a subsidiary of the Company, through the Company's insurance holding company, Equity Group Insurance Holdings Limited (**the Insurance Holdings Company**), to conduct and undertake general insurance business in the Democratic Republic of Congo including the Company providing capital to the Insurance Holdings Company of a sum of US dollars thirteen million, three hundred and seventy four thousand, three hundred and nineteen (USD 13,374,319) for the share capital of the DRC General Insurance Company as required under Law No. 15/005 of March 17, 2015 Establishing the Insurance Code) (**the Code**), and also to cater for the operational expenses of the DRC General 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 DRC General Insurance Company, including but not limited to providing all approvals required from the Company as the sole shareholder in the Insurance Holdings Company, executing and filing all necessary documents and agreements, and paying all associated fees and expenses; and
- put in place all the necessary structures, commercial arrangements and any ancillary arrangements relating to the conduct and undertaking of general insurance business in the Democratic Republic of Congo.

For:

Against:

Withheld:

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As witness to my/our hands this _____ day of _____ 2026

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 24th June 2026.

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

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 EGHAGM2026@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 10:00 am on Monday, 22nd June, 2026, 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 10:00 am Tuesday, 23rd June 2026 to allow time to address any issues.
6. Time indicated on this proxy is East African Time (E.A.T).