



KCB

KCB GROUP PLC

PROXY FORM

GROUP COMPANY SECRETARY, KCB GROUP PLC.,
KENCOM HOUSE,
MOI AVENUE,
P. O. BOX 48400 – 00100,
NAIROBI, KENYA

I/WE

of

Being a shareholder of KCB Group PLC hereby appoint

(see notes 2 and 3) (Name of proxy) of P. O. BOX..... and whose mobile phone number for purposes of registration and voting is..... OR FAILING WHOM, the

Chairman of the Meeting in respect of my (Number of shares). Please

indicate here if you are appointing more than one proxy (including the mobile phone number of such proxy)..... (see note 3) as my/our proxy to attend, represent and vote for

me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held electronically on **Wednesday, 21 September 2022** at 10.00 am and at any adjournment thereof.

Signed this day of 2022

Signature(s) i) ii)

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.

RESOLUTION	FOR	AGAINST	WITHHELD
THAT, subject to and conditional upon the receipt of requisite regulatory approvals and fulfilment or waiver (if legally capable of being waived) of other applicable conditions as agreed in writing between the Company and the relevant counterparties in the share purchase agreement entered into by the Company in this regard ("Agreement"), the acquisition by the Company of Trust Merchant Bank SA ("TMB"), in accordance with, and on the terms set out in the Agreement and as a result of which, upon completion TMB would become a subsidiary of the Company, be and is hereby approved.			
The board of directors of KCB be and is hereby authorised to do all such things and take all such steps as are necessary to give effect to the above resolutions.			

ELECTRONIC COMMUNICATIONS PREFERENCE FORM

Please complete in BLOCK CAPITALS

Full name of member(s):

Address:

CDSC No. (if known)

(This can be found on your CDSC Statement)

Mobile Number

Date: Signature:

Please tick **ONE** of the boxes below and return to Image Registrars at P.O. Box 9287 – 00100 Nairobi, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street:

Approval of Registration

I/WE approve to register to participate in the virtual Extraordinary General Meeting to be held on **21 September 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 voting at the EGM

Notes:

1. If a member is unable to attend personally, this Proxy Form should be completed, duly signed and returned to reach the Company's share registrar, **Image Registrars Limited**, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, P. O. Box 9287 – 00100 Nairobi or can be scanned and emailed to kcbshares@image.co.ke in PDF format, to arrive not later than **10:00 a.m. on Monday, 19 September 2022** i.e. 48 hours before the meeting or any adjournment thereof.

2. In case of a member being a corporate body, the Proxy Form must be under given under its common seal or under the hand of an officer or duly authorized attorney of such corporate body.

3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint any other person as a proxy, delete the words "the Chairman of the Meeting or" and insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.

4. Completion and submission of the Proxy Form will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.

5. A "vote withheld" option has been included on the Proxy Form. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.