

# BRITAM HOLDINGS PLC ANNUAL GENERAL MEETING PROXY FORM

**Britam Holdings Plc**

**PO Box 30375 - 00100 GPO,**

**Nairobi, Kenya**

**CDSC ACCOUNT NO.** .....

**SHAREHOLDER No.** .....

**ID/REGISTRATION No.** .....

I/We .....

of (address) .....

being a member/members of **BRITAM HOLDINGS PLC** hereby appoint: .....

of:(address) .....

TEL. No: ..... Email Address .....

or failing him/her: .....

of: (address) .....

TEL. No: ..... Email Address .....

and failing him/ her the Chairman of the meeting as my/ our proxy to vote for me/ us on my/ our behalf at the 2023 Annual General Meeting to be held on Wednesday 28 June 2023 at 10.00 AM and at any adjournment thereof.

As witness my/our hand this ..... day of ..... 2023

Signature(s) .....

AGENDA ITEMS	Accept	Reject	Dissenting Opinion
<b>ORDINARY BUSINESS:</b>			
3 To receive and, if approved, adopt the audited Consolidated Financial Statements for the year ended 31 December 2022, together with the Chairman's, the Directors' and Auditor's Reports thereon.			
4 To note that the Directors do not recommend the payment of a dividend for the financial year ended 31st December 2022.			
5 Directors:			
(i) Ms. Josephine Ossiya retires at this meeting in accordance with Articles 91 & 92 of the Company's Articles of Association and being eligible, does not offer herself for re-election.			
(ii) Dr. Peter K. Munga retires by rotation in accordance with Articles 91 and 92 of the Articles of Association of the Company and having attained the age of seventy years retires in accordance with the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and being eligible, offers himself for re-election as a director of the company.			
(iii) Mr. Jimnah Mbaru retires by rotation in accordance with Articles 91 and 92 of the Articles of Association of the Company and having attained the age of seventy years retires in accordance with the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and being eligible, offers himself for re-election as a director of the company.			
(iv) AfricInvest III SPV 1, a Corporate Director represented by Mr. George Odo that was appointed to fill a casual vacancy retires in accordance with Article 114 of the Articles of Association of the Company and being eligible, offers itself for re-election as a director of the Company.			
(v) Ms. Celestine Munda who was appointed during the year retires in accordance with Article 114 of the Company's Articles of Association and being eligible, offers herself for re-election.			
(vi) Mr. Julius Mbaya who was appointed during the year retires in accordance with Article 114 of the Company's Articles of Association and being eligible, offers himself for re-election.			
(vii) Mr. Lotfi Baccouche who was appointed during the year retires in accordance with Article 114 of the Company's Articles of Association and being eligible, offers himself for re-election.			
(viii) Ms. Susan Abisola who was appointed during the year retires in accordance with Article 114 of the Company's Articles of Association and being eligible, offers herself for re-election.			
(ix) Mr. Tom Gitogo who was appointed during the year retires in accordance with Article 114 of the Company's Articles of Association and being eligible, offers himself for re-election.			
6 In accordance to the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be elected to continue to serve as members of the said committee: - (a) Ms. Celestine Munda (b) Mrs. Caroline Kigen (c) Ms. Susan Abisola			
7 Directors' Remuneration: - (a) To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2022. (b) To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2022 and to authorize the Board to fix the remuneration of the Directors			
8 To re-appoint PricewaterhouseCoopers (PwC) as auditors in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015.			

**Notes:**

1. If a member is unable to attend personally, this proxy form should be completed, duly signed and delivered to the offices of the Company's shares registrar, Image Registrars Limited, 5th floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, P.O Box 9287-00100 GPO Nairobi or be scanned and emailed to [britamagm@image.co.ke](mailto:britamagm@image.co.ke), to be received not later than 10.00 am, 26 June 2022 i.e. 48 hours before the meeting or any adjournment thereof.
2. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 26 June 2023 at 10.00 am.
3. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 26 June 2023 to allow time to address any issues.
4. This proxy form must be signed by the appointor or his attorney duly authorized in writing.
5. 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.
6. 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. A proxy need not to be a shareholder of the Company.
7. 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.

**ELECTRONIC COMMUNICATIONS CONSENT FORM**

Please complete in BLOCK CAPITALS

Full name of Proxy: .....

Proxys' Mobile Number .....

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

**Approval of Registration**

I/WE approve to register to participate in the virtual Annual General Meeting to be held on 28 June 2023.

**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 voting at the AGM

**Signature:** .....

**Date:** .....