

**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.....
(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 2025 Annual General Meeting to be held on Thursday 26th June
2025 at 10.00 AM and at any adjournment thereof.

As witness my/our hand thisday of2025

Signature(s)

.....

.....

	Agenda items	Accept	Reject	Dissenting Opinion
	<u>ORDINARY BUSINESS:</u>			
1	To receive and, if approved, adopt the audited Consolidated Financial Statements for the year ended 31 December 2024, together with the Chairman's, the Directors' and Auditor's Reports thereon.			
2	To note that the Directors do not recommend the payment of a dividend for the Financial Year ended 31 December 2024.			
3	Directors: <ul style="list-style-type: none"> i) 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. ii) 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. iii) 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. iv) Mr. Kuria Muchiru retires at the Meeting in accordance with Articles 91 and 92 of the Articles of Association of the Company, and being eligible, offers himself for re-election. v) Mr. Edouard Schmid retires at the Meeting in accordance with Articles 91 and 92 of the Articles of Association of the Company, and being eligible, offers himself for re-election. 			
4	In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit, Risk and Compliance Committee offer themselves to be elected to continue to serve as members of the said Committee: - <ul style="list-style-type: none"> a) Ms. Celestine Munda b) Ms. Susan Abisola c) Ms. Judy Rugasira Kyanda 			
5	Directors' Remuneration: - <ul style="list-style-type: none"> a) To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2024. b) To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2024 and to authorize the Board to fix the remuneration of the Directors. 			

6	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.			
	SPECIAL BUSINESS			
7	In accordance with the Capital Markets (Public Offers, Listing and Disclosures) Regulations 2023, Thirteenth Schedule (r.53) Continuing Obligations Clause 8.21 the Board of Directors is authorized to regularly review as a continuing policy guideline and approve the relevant policies on the following: c) Board Remuneration Policy d) Board Members Attraction and Retention Policy e) Corporate Disclosures Policies and Procedures f) Policy on Effective Communication with Stakeholders g) Dispute Resolution Policy for Internal and External Disputes.			

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, to be received not later than 10.00 am, 24 June 2025 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 24 June 2025 at 10.00 am.

3. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 25 June 2025 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, 5th 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 26 June 2025.

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: