

# PROXY FORM

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The Company Secretary,  
SMEP Microfinance Bank Limited  
P. O. Box 64063 - 00620  
Nairobi, Kenya

I/WE \_\_\_\_\_

Of \_\_\_\_\_

Being a shareholder of **SMEP Microfinance Bank Limited** hereby appoint the Chairman of the Meeting or (see notes 3 and 5) \_\_\_\_\_ (Name of proxy) in respect of my \_\_\_\_\_ (Number of shares).

Please indicate here if you are appointing more than one proxy \_\_\_\_\_ (see note 5) as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held electronically on 26<sup>th</sup> June, 2020 at 10:00 a.m. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature(s)

\_\_\_\_\_

\_\_\_\_\_

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
Approval of the Report and Financial Statements for the Year ended 31 December, 2019			
Re-election of Dr. Nelson C. Kuria			
Re-election of Mr. Sam Awuor			
Re-election of Rev. Canon Peter Karanja			
Approve the <b>Directors' Remuneration Report</b> and to authorize the Board to fix the remuneration of Directors.			
<b>Auditors:</b> In accordance with the provisions of Sections 721 and 724 of the Companies Act 2015, to note that Mazars will continue in office and to authorize Directors to fix their remuneration.			
<b>Special Business:</b> Approve by way of special resolution Articles 58 and 61 of the Articles of Association of the Company be and are hereby amended to provide for holding of Annual General Meetings and Extraordinary General Meetings virtually and for voting to be carried by electronic means.			

**ELECTRONIC COMMUNICATIONS CONSENTFORM**

**Please complete in BLOCK CAPITALS**

FullnameofProxy(s): \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Address: \_\_\_\_\_  
 \_\_\_\_\_

**Mobile Number**

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Please tick **ONE** of the boxes below and return to Image Registrars at P.O. Box 9287-00100 Nairobi, 5<sup>th</sup> 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 18<sup>th</sup> June, 2020.

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**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 AGM.

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**Notes:**

1. If a member is unable to attend personally, this Proxy Form should be completed and returned to reach the Company's share registrar, **Image Registrars Limited**, 5<sup>th</sup> Floor, Barclays Plaza, Loita Street, P.O. Box 9287, GPO 00100, Nairobi, or via email to **info@image.co.ke** to arrive not later than **11:00 a.m. on 24<sup>th</sup> June, 2020** 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 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 as a proxy any other person, 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 form of proxy 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. To be valid the form of proxy should be completed, signed and delivered (together with a power of attorney or other authority (if any) under which it is assigned or a notarized certified copy of such power or authority) to Image Registrars, Barclays Plaza, 5<sup>th</sup> Floor, Loita Street and address P. O. Box 9287-00100 Nairobi not later than 11.00 am on 16<sup>th</sup> June 2020 or, in the case of a poll taken subsequent to the date of the meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 48 hours after the day of the meeting or adjourned meeting.
6. In the case of a company being a shareholder then this proxy form must be executed under its common seal or signed on its behalf by an officer of that company or an authorized attorney for that company.
7. A "vote withheld" option has been included on the form of proxy. 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.