



**FORM OF PROXY**

I/we \_\_\_\_\_  
 \_\_\_\_\_

being a member/members of SMEP Microfinance Bank Public Limited Company hereby appoint:

\_\_\_\_\_  
 \_\_\_\_\_

of (address): \_\_\_\_\_

or failing him/her: \_\_\_\_\_

of (address): \_\_\_\_\_

and failing him/her the Chairman of the meeting to be my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held Thursday, 9th May 2024, or at any adjournment thereof.

Given under my/our hands this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signed: \_\_\_\_\_

**Please clearly mark the box below to instruct your proxy how to vote. If no instruction is given, your proxy will vote or withhold his or her vote at his or her discretion. By signing the Proxy Form, you authorize your 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. The overriding vote on each resolution shall be the vote cast at the meeting by the duly appointed proxy.**

	RESOLUTION	FOR	AGAINST	ABSTAIN
1	<b>Annual Report and Financial Statements for the year ended 31 December 2023</b> To receive, consider and if approved, adopt the Company's audited financial statements for the year ended 31 December 2023, together with the reports of the Chairman, Directors and Auditors thereon.			

2	<p><b>Election of Directors</b></p> <p><b>a) Rotation of Directors</b></p> <p>In accordance with Article 118 of the Company's Articles of Association, the following Directors retire by rotation and being eligible, offer themselves for re-election:</p> <p>i. Dr. Nelson Kuria</p>			
3	<p>In accordance with Article 118 of the Company's Articles of Association, the following Director retires by rotation and being eligible, offer themselves for re-election:</p> <p>ii. Mr. John Mwangi Thiongo</p>			
4	<p><b>b) Directors filling a casual Vacancy</b></p> <p>In accordance with Article 121 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, the following directors retire from the Board and being eligible offers themselves for re-election:</p> <p>i. Mr. Micah Jeffrey Crist</p>			
5	<p>In accordance with Article 121 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, the following directors retire from the Board and being eligible offers themselves for re-election:</p> <p>ii. Mr. Gideon Maniragaba</p>			
6	<p>In accordance with Article 121 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, the following directors retire from the Board and being eligible offers themselves for re-election:</p> <p>iii. Mr. Paul Munhuwaani Nyachiwowa</p>			
7	<p>In accordance with Article 121 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, the following directors retire from the Board and being eligible offers themselves for re-election:</p> <p>iv. Mr. Stanley Tsikirayi</p>			
	<p>In accordance with Article 121 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, the following directors retire from the Board and being eligible offers themselves for re-election:</p> <p>v. Mr. Emmanuel Efil Mordey Wuver</p>			

	<b>Re-Appointment of Auditors Mazars</b>			
8	To note that auditors Mazars will continue in office in accordance with the provisions of Section 721(2) of the Companies Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year.			
9	<b>Director's Remuneration</b> To approve the remuneration of Directors for the period ended 31st December 2023			

**ELECTRONIC COMMUNICATIONS CONSENT FORM**

**Please complete in BLOCK CAPITALS**

Full name of Proxy(s): \_\_\_\_\_  
 \_\_\_\_\_

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

**Mobile Number**

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

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

Please tick **ONE** of the boxes below;

**Approval of Registration**

I/WE approve to register to participate in the Virtual Annual General Meeting to be held on 9<sup>th</sup> May 2024.

**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.

**Proxy Form 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, ABSA TOWERS, (formerly Barclays Plaza), Loita Street, P.O. Box 9287, GPO 00100, Nairobi, or via email to **SMEPAGM@image.co.ke** to arrive not later than **2:30 p.m.** on **7<sup>th</sup> May 2024**, 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, 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 which case any votes cast by your proxy will be excluded.
5. To be valid the Proxy Form 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 Limited, ABSA TOWERS (formerly Barclays Plaza), 5<sup>th</sup> Floor, Loita Street and address P.O. Box 9287-00100 Nairobi not later than 2.30 pm on 7<sup>th</sup> May 2024 or, in the case of a poll taken subsequent to the date of the meeting, or 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 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.

