

Proxy Form

SERIAL NO.

To: The Company Secretary
Credit Bank PLC
P O Box 61064 – 00200 NAIROBI

I/We:

ID No.:

Address:

Shares Account No.:

Being a member/members of CREDIT BANK PLC (the Company) hereby appoint

Name:

ID No.:

Proxy's Mobile No.:

Proxy's Email:

Address:

Failing Him/Her:

As my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on 13th December 2022 and at any adjournment thereof.

I /We authorize my/our Proxy to cast the votes as they wish/according to my/our intentions as follows*:

ORDINARY RESOLUTIONS

1. THAT The entry by the Company into the Transaction and execution of the Agreement be and is hereby approved and ratified.

For

Against

Abstain

2. THAT in accordance with section 329 of the Companies Act 2015 ("the Act"), the directors of the Company be authorised to allot the Subscription Shares.

For

Against

Abstain

SPECIAL RESOLUTIONS

3. THAT With effect from the date of completion of the Transaction, the new Articles of Association be and are hereby approved and adopted and any other matters envisaged under or in connection with the Transaction requiring the approval of the Shareholders be and are hereby approved.

For

Against

Abstain

4. THAT Pursuant to section 348 of the Act, the Shareholders hereby dis-apply their pre-emption rights under section 338 of the Act in relation to the allotment and issuance of the Subscription Shares to the Investor.

For

Against

Abstain

5. THAT the directors and management of the Company be and hereby authorized to do all acts and things necessary and prepare all necessary documentations and returns consequent upon and to effect these resolutions.

For

Against

Abstain

6. THAT the Company Secretary is hereby instructed and authorized to do all things and take such steps as may be necessary to effectively implement and reflect in all records and registers of the Company, the above resolutions and to prepare and file with the Registrar of Companies such documents as may be necessary to give effect to the above resolutions.

For

Against

Abstain

Dated this _____ day of _____

Signature _____

*Unless specifically indicated, the proxy will vote as they wish.

NOTES

1. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the EGM are entitled to appoint a proxy to attend and vote on their behalf. A proxy must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to proxy@candrgroup.co.ke in pdf format or delivered to Custody and Registrars Services Ltd, the Company's Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, so as to be received not later than Friday, 9th December 2022 at 10.00 am. When nominating a proxy the ID/Passport No, details for email and/or mobile number of the proxy must be submitted to facilitate registration. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Friday, 9th December 2022 to allow time to address any issues.
2. Registration for the AGM opens on Wednesday 30th December, 2022 at 8:00 a.m. and will close on Friday 9th, December 2022 at 12:00 noon. Shareholders will not be able to register after 9th December 2022 12:00 noon.
3. The proposed new Articles of Association of the Company may be viewed at the Bank's website, www.creditbank.co.ke or a printed copy be obtained from the Bank's Head Office, 14th Floor, One Africa Place, Waiyaki Way, or our Company's Share Registrar, Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue between 9.00AM to 3.00PM from Monday to Thursday and Friday 8.30AM to 12.30PM.

NB: Shareholders and proxies who wish to register and participate in the EGM can do so by visiting <https://digital.candrgroup.co.ke> or dialing *384*041# on their mobile phones.