

# PROXY FORM

To: **The Secretary**  
**Credit Bank Limited**  
**P O Box 61064 – 00200**  
**NAIROBI**

I/We \_\_\_\_\_

of address \_\_\_\_\_

being a member/members of CREDIT BANK LIMITED (the Company) hereby appoint:

of address \_\_\_\_\_

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

of \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 22 June 2017 at the Bomas of Kenya, Nairobi and at any adjournment thereof.

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

1. To receive and adopt the audited Balance Sheet and Financial Statements for the year ended 31 December 2016 together with the Directors' and Auditors' Reports thereon.

Approve       Disapprove       Abstain

2. To note that the Directors do not recommend the payment of a dividend in respect of the financial year ended 31 December 2016.

Approve       Disapprove       Abstain

3. To re-elect Directors in accordance with the Articles of Association:-

a. Margaret Chemengich, having been appointed as a Director since the last Annual General Meeting, retires at this meeting and, being eligible, offers herself for re-election;

Approve       Disapprove       Abstain

b. James Stanley Mathenge, having been appointed as a Director since the last Annual General Meeting, retires at this meeting and, being eligible, offers himself for re-election:

Approve       Disapprove       Abstain

c. Ketan Morjaria retires from office by rotation and, being eligible, offers himself for re-election;

Approve       Disapprove       Abstain

d. Robinson Gachogu retires from office by rotation and, being eligible, offers himself for re-election.

Approve       Disapprove       Abstain

4. To approve the Directors' remuneration for the financial year 2017.

Approve       Disapprove       Abstain

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5. To authorise the directors to fix the Auditors' remuneration.

Approve       Disapprove       Abstain

6. To re-appoint the Auditors, PricewaterhouseCoopers who have indicated their willingness to continue in office in accordance with the Companies Act (cap 486) and subject to approval by Central Bank of Kenya.

Approve       Disapprove       Abstain

7. **“THAT**, subject to approval by Registrar of Companies, the name of the Bank be and is hereby changed from Credit Bank Limited to **Credit Bank PLC** with immediate effect”.

Approve       Disapprove       Abstain

8. **THAT** Article 149 of the Company's Articles of Association be amended by inserting the word “electronic” such that henceforth, the Article shall read as follows:

149. Any notice or other document may be served by the company on any member either personally, by electronic means, by means of a website or by sending it through the post in a prepaid letter addressed to such member at his address in the register. In the case of joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Approve       Disapprove       Abstain

9. **THAT** the following new Article 131 a be added immediately following the existing Article 131:

131a) The Accounts may be sent or otherwise made available by electronic means to all persons entitled thereto by publishing the Accounts on the Company's official website provided that the Company shall send to every Member or publish a summary of the Financial Statements and Auditors' Report in two daily newspapers with national circulation for two consecutive days drawing attention to the website on which the Accounts in full may be read, and the address to which a request for a printed copy of the Accounts may be submitted.

Approve       Disapprove       Abstain

## 10. Issue of Bonus Shares

To consider and, if thought fit to pass the following Ordinary Resolution Resolution:-

“THAT an amount of Shs 389,832,600 being part of the amount standing to the credit of the Share Premium Account as at 31 December 2016 be capitalized by issue of 3,898,326 ordinary shares of Shs 100 par value and the directors be authorised to allot such shares to the members appearing in the Company's Share Register as at 31 December 2016 as fully paid up bonus shares in proportion of 1 new ordinary share for every 5 ordinary shares then held and that the Directors be authorised to do all things to give full effect to this resolution, subject always to the Articles of Association of the Company.”

Approve       Disapprove       Abstain

Dated this \_\_\_\_\_ day of \_\_\_\_\_

SIGNED: \_\_\_\_\_ SIGNED: \_\_\_\_\_

- Note:**
1. In the case of a member being a corporation, the proxy must be under the Common Seal or under the hand of an officer or attorney duly authorised.
  2. The proxy form should be completed and returned to the secretary through the email, [secretary@creditbank.co.ke](mailto:secretary@creditbank.co.ke) not later than 48 hours before the meeting or any adjournment thereof.