Proxy **Form**

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

Details

I/We:

ID No.: Share Account No.:

Address:

Being a member/members of **Credit Bank PLC** (the Company) hereby appoint:

Name:

ID No.: Proxy's Mobile No.:

Proxy's Email Address:

Or Failing Him/Her:

As my/our proxy to vote for me/us on my/our behalf at the Extra General Meeting of the Company to be held on 19th December 2025, Nairobi 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*:

1. Issue of Shares by Private Placement

To consider and, if thought fit, approve the following, subject to all regulatory approvals:

i. Pursuant to the provisions of the Companies Act, 2015, and the Company's Articles of Association, and subject to all regulatory approvals the Company be and is hereby authorized to issue and allot up to 45,000,000 (Forty Five Million) ordinary shares of KES 100/= each, at par to raise up to KES 4,500,000,000 (Kenya Shillings Four Billion Five Hundred Million), by way of a private placement to existing shareholders and qualified investors.

ii. The private placement shall be undertaken in accordance with the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023, and shall not constitute a public offer of shares.

iii. The Board be authorized to determine all terms and conditions of the placement, including pricing, timing, and allocation of shares, and to do all acts necessary to implement this resolution.

iv. The Board be further authorized to appoint professional advisors, execute all necessary agreements, make regulatory filings, and take all steps required to implement the private placement.

☐ Approve ☐ Disapprove ☐ Abstain

2. Creation of Preference Shares

To approve, subject to all regulatory approvals:
The Company be and is hereby authorised to create a new class of shares to be designated as Preference Shares of up to KES 3,000,000,000 (Kenya Shillings Three Billion), with such rights, privileges, preferences and restrictions as may be determined by the Board of Directors in accordance with applicable law and the Company's Articles of Association and the Board of Directors be authorized to negotiate, determine and approve the specific terms and conditions attaching to the Preference Shares, including (but not limited to) dividend rights, priority on winding-up, redemption terms, conversion features, voting rights (if any), and issue price.

☐ Approve ☐ Disapprove ☐ Abstain

3. Asset Share Swap

To approve, subject to all regulatory approvals:

i. The acquisition of LR Nos. 37/748 & 749 (Upper Hill) from Shangrilas Villas Co. Ltd at a value not exceeding KES 1,200,000,000, in exchange for up to 12,000,000 fully paid ordinary shares of KES 100 each, based on the Board-approved valuation dated 19 May 2025.

ii. The consideration shall be by transfer and vesting of the Asset free from encumbrances.

iii. To acknowledge the Board's approval of the valuation and share consideration.

iv. To authorize the Directors to execute all agreements, instruments, filings, and actions to effect the transaction.

☐ Approve ☐ Disapprove ☐ Abstain

4. Authorization to Issue Convertible Note

To approve the issuance of a USD 1,500,000 convertible note to ShoreCap III LP, with a minimum maturity of five years at 6% interest, with the following key terms:

i. Right of Conversion: The holder may convert all or part of the principal and accrued interest into ordinary shares of par value KES 100; any unconverted portion remains payable at maturity.

ii. Conversion Price: Conversion shall be at the book value per share based on the latest audited financial statements approved by shareholders, subject to a minimum of par value.

iii. Conversion Price Cap: The conversion price shall not exceed the price at which shares are issued to any other member during the term of the note.

☐ Approve ☐ Disapprove ☐ Abstain

Dated this day of

Signature:

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

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not to be a member of the Company. A form of proxy may be obtained from the bank's website www.creditbank.co.ke or the banks head office, One Africa Place, Westlands, Nairobi or our Company's Share Registrar, Custody and Registrars Services, 6th Floor, Bruce House, Standard Street, Nairobi. To be valid, a form of proxy must be duly completed by the member and must either be lodged with the Registrar of the Company at Custody and Registrars Services, 6th Floor, Bruce House, Standard Street, Nairobi or be posted to Custody and Registrars Services, P. O. Box 8484-00100 Nairobi, so as to reach the Registrar not later than 48 hours before the meeting or emailed to proxy@candrgroup.co.ke in pdf format. Duly completed form must be supported by a copy of ID/ valid Passport of the member.

2. In the case of a member being a corporation, the proxy must be under a common Seal or under the hand of an officer or attorney duly authorised.