

PROXY FORM

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

I/We _____

of address _____

_____ ID Number _____

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

of address _____

or failing him/her _____

ID Number _____

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 _____ 2018 at _____, 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 2017 together with the Directors' and Auditors' Reports thereon.

☐ Approve ☐ Disapprove ☐ Abstain

2. To declare a dividend in respect of the financial year ended 31 December 2017.

☐ Approve ☐ Disapprove ☐ Abstain

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

- a. Mrs Grace Nyachae retires from office by rotation and, being eligible, offers herself for re-election;

☐ Approve ☐ Disapprove ☐ Abstain

- b. Mr Moses Mwendwa retires from office by rotation and, being eligible, offers himself for re-election.

☐ Approve ☐ Disapprove ☐ Abstain

- c. Mr Jay Karia 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 2018.

☐ Approve ☐ Disapprove ☐ Abstain

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

☐ Approve ☐ Disapprove ☐ Abstain

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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. Increase of nominal share capital

- a) THAT the Nominal Share Capital of the Company be increased from Shs 3,000,000,000 divided into 30,000,000 ordinary shares of Shs 100 each to Shs 5,000,000,000 divided into 50,000,000 ordinary shares of Shs 100 each by the creation of an additional 20,000,000 new ordinary shares of Shs 100 each.

☐

Approve

☐

Disapprove

☐

Abstain

- b) Creation of new class of shares

☐

Approve

☐

Disapprove

☐

Abstain

- c) THAT Article 5 of the Company's Articles of Association be amended as follows:

5. The share capital of the Company is Kenya Shillings five billion (Kshs. 5,000,000,000/=) divided into fifty million (50,000,000) shares of Kenya Shillings One Hundred (Kshs. 100/=) each, with power for the company to increase or reduce such capital and divide any shares in its capital for the time being into several classes and to attach thereto several classes and to attach thereto respectively any preferential, deferred, qualified or other rights, privileges, restrictions or conditions and to issue all or any part of such original, increased or reduced capital with or subject to such preferential, deferred, qualified or other rights, privileges, restrictions or conditions.

☐

Approve

☐

Disapprove

☐

Abstain

Dated this _____ day of _____

SIGNED: _____ SIGNED: _____

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

Note 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 bank's head office, Mercantile House, Koinange Street, 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.

Note 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

Note 3: Physical registration of members and proxies at the Annual General Meeting will commence at 8.00 a.m. on May 28, 2018. Members and proxies should carry their national ID cards and a copy of a relevant share certificate for ease of the registration process.

Note 4: A full copy of the Audited Accounts and Financial Statements for the year ended 31 December 2017 may be viewed on the Bank website www.creditbank.co.ke. A printed copy may be requested from the Bank's head office, Mercantile House, Koinange Street, Nairobi or our Company's Share Registrar, Custody and Registrars Services, 6th Floor, Bruce House, Standard Street, Nairobi between 9.00AM to 3.00PM from Monday to Thursday and Friday 8.30AM to 12.30PM.