

# Proxy Form

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

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

ID Number \_\_\_\_\_ of address \_\_\_\_\_

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

Name \_\_\_\_\_

ID Number \_\_\_\_\_ of address \_\_\_\_\_

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

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 27<sup>th</sup> June 2019 at Catholic University of Eastern Africa, 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 Financial Statements for the year ended 31 December 2018 together with the Directors' and Auditors' Reports thereon.  
☐ Approve                      ☐ Disapprove                      ☐ Abstain
2. To declare a dividend of Ksh. 3.00 per share in respect of the financial year ended 31 December 2018.  
☐ Approve                      ☐ Disapprove                      ☐ Abstain
3. To re-elect Directors in accordance with the Articles of Association:-
  - a. Mr Simeon Nyachae retires from office by rotation and, being eligible, offers himself for re-election;  
☐ Approve                      ☐ Disapprove                      ☐ Abstain
  - b. Mr Ketan Devram Morjaria retires from office by rotation and, being eligible, offers himself for re-election.  
☐ Approve                      ☐ Disapprove                      ☐ Abstain
  - c. Mr James Stanley Mathenge 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 2019.  
☐ Approve                      ☐ Disapprove                      ☐ Abstain
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 Section 719 (2) of the Companies Act, 2015 and subject to approval by Central Bank of Kenya.  
☐ Approve                      ☐ Disapprove                      ☐ Abstain



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7. Increase of nominal share capital

a) To RESOLVE THAT the Nominal Share Capital of the Company be increased from Shs 5,000,000,000 divided into 50,000,000 ordinary shares of Shs 100 each to Shs 7,500,000,000 divided into 75,000,000 ordinary shares of Shs 100 each by the creation of an additional 25,000,000 new ordinary shares of Shs 100 each.

☐ Approve                      ☐ Disapprove                      ☐ Abstain

b) To RESOLVE THAT Article 5 of the Company's Articles of Association be amended as follows:

5. The share capital of the Company is Kenya Shillings seven billion five hundred million (Kshs. 7,500,000,000/=) divided into seventy five million (75,000,000) 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

8. Bonus Issue

To approve a Bonus Issue of 1 share for each 12 shares held.

☐ Approve                      ☐ Disapprove                      ☐ Abstain

9. Rights Issue

To approve a Rights Issue of 3 new share for every 5 shares held

☐ Approve                      ☐ Disapprove                      ☐ Abstain

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

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

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

**Note:**

**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 maybe obtained from the bank's website [www.creditbank.co.ke](http://www.creditbank.co.ke) or the banks 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](mailto: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 June 27, 2019. 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 2018 may be viewed on the Bank website [www.creditbank.co.ke](http://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.