

PROXY FORM

**The Company Secretary,
Consolidated Bank of Kenya Ltd,
P.O. Box 51133-00200,
Nairobi, Kenya**

I/WE _____

Of _____

Being a shareholder of **Consolidated Bank of Kenya Ltd** hereby appoint the Chairman of the Meeting or (see notes 3 and 5) _____

(Name of proxy) in respect of my _____ (Number of shares).

Please indicate here if you are appointing more than one proxy _____ (see note 5) as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held electronically on 23rd June, 2022 at 12.00 pm and at any adjournment thereof.

Signed this _____ day of _____ 2022

Signature(s)

I/WE direct my/our proxy to vote on the following resolutions as I/WE have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or withhold his or her vote at his or her discretion and I/WE authorize my/our proxy to vote (or withhold his or her vote) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

Please clearly mark the box below to instruct your proxy how to vote

RESOLUTION	FOR	AGAINST	WITHHELD
To confirm;- The minutes of the Twenty Ninth Annual General Meeting held on the 09 th September 2021.			
To receive, consider and, if thought fit, adopt the Annual Report and Financial Statements of the Company for the year ended 31st December 2021, together with the Directors` and Auditors` report thereon.			
To approve the remuneration of Directors and the Directors` Remuneration Report for the year ended 31 December 2021.			
<p>To elect Directors:</p> <p>To note</p> <ul style="list-style-type: none"> a. To note the appointment of Chairman of the Board, Mr. Peter Musei, Ntoyian vide Gazette Notice No.10602 of 04th October 2021 b. To note the appointment of Director Ibrae Doko as a member of the Board vide Gazette Notice No.3013 of 03rd April 2020 c. To note the appointment of the Director Isaac Mulatya and Marykaren Chesang Kigen-Sorobit as Members of the Board vide Gazette Notice No.10657 of 04th October 2021 d. To note the appointment of Director Kennedy Ntabo Otiso as a Member of the Board vide Gazette Notice No.11488 of 28th October 2021 e. To note the appointment of Director David Ogega Obure as a Member of the Board vide Gazette Notice No.14022 of 22nd December 2021 			
<p>To note the expiry of term of the following Directors.</p> <ul style="list-style-type: none"> i. Ms. Miriam Cherogony ii. Hon. Yusuf Chanzu iii. Dr. Nathan Psiwa iv. Dr. Kennedy Otiso v. Ms. Hardley Lusui 			

<p>Retiring and re-election</p> <p>a) The Managing Trustee National Social Security Fund retires from the Board under the terms of Article 114 of the Articles of Association, and being eligible, offers himself for re-election.</p> <p>b) The Cabinet Secretary for the National Treasury retires from the Board under the terms of Article 114 of the Articles of Association, and being eligible, offers himself for re-election.</p> <p>c) Mr. Peter Musei, Ntoyian retires from the Board under the terms of Article 117 of the Articles of Association, and being eligible, offers himself for re-election.</p> <p>d) Mr. Ibrae Doko Fund retires from the Board under the terms of Article 117 of the Articles of Association, and being eligible, offers himself for re-election.</p> <p>e) Mr. Isaac Muoki Mulatya retires from the Board under the terms of Article 117 of the Articles of Association, and being eligible, offers himself for re-election.</p> <p>f) Ms. Marykaren Kigen-Sorobit retires from the Board under the terms of Article 117 of the Articles of Association, and being eligible, offers himself for re-election.</p> <p>g) Dr. Kennedy Ntabo Otiso retires from the Board under the terms of Article 117 of the Articles of Association, and being eligible, offers himself for re-election.</p> <p>h) Mr. David Ogega Obure retires from the Board under the terms of Article 117 of the Articles of Association, and being eligible, offers himself for re-election.</p>			
<p>To appoint Grant Thornton Consultants Limited, as auditors of the Company pursuant to Section 721 (1) & (2) of the Companies Act, 2015, and to authorize the Directors to fix the auditors` remuneration for 2022.</p>			

ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in **BLOCK CAPITALS**

Full name of

Proxy(s): _____

Address:

Mobile

Number

Date: _____

Signature: _____

Please tick **ONE** of the boxes below and return to the Company Secretary at Consolidated Bank House, Koinange Street or be posted at P.O Box 51133 00200 Nairobi:

Approval of Registration

I/WE approve to register to participate in the virtual Annual General Meeting to be held on **23rd June, 2022.**

Consent for use of the Mobile Number provided

I/WE would give my/our consent for the use of the mobile number provided for purposes of voting at the AGM.

Notes:

1. In accordance with Section 298 as read with Section 299(1) of the Companies Act No.17 of 2015, a member is entitled to appoint a proxy to exercise all or any of the member's rights to attend and to speak and vote at the meeting. A member that has a share capital may appoint more than one proxy for the meeting provided each proxy is appointed to exercise the rights attached to a different share or different shares held by the member. A proxy form 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 the hand of an officer or duly authorized attorney of such body corporate.
2. To be valid the form of proxy should be completed, signed and delivered (together with a power of attorney or other authority (if any) under which it is assigned or a notarized certified copy of such power or authority) to the Company Secretary at Consolidated Bank House, Koinange Street or be posted at P.O Box 51133 00200 Nairobi or via email to: info@consolidated-bank.com/wakonyo_igeria@consolidated-bank.com, so as to be received not later than 21st June, 2022 at 12.00 p.m.
3. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 21st June, 2022 at 12.00 p.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 22nd June, 2022 to allow time to address any issues.
4. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words "the Chairman of the Meeting or" and insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.
5. Completion and submission of the form of proxy will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
6. A "vote withheld" option has been included on the form of proxy. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.