



**PROXY FORM**

**The Company Secretary,  
The Co-operative Bank of Kenya Limited,  
P.O. Box 48231-00100,  
Nairobi, Kenya**

I/WE \_\_\_\_\_  
Of \_\_\_\_\_

Being a shareholder of The Co-operative Bank of Kenya Limited 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 General Meeting of the Company to be held electronically on 22<sup>nd</sup> October, 2020 at 11.00 am and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020  
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 ratify the Audited Consolidated Financial Statements of the Company for the financial year ended 31st December 2019 together with the Directors' and Auditors' report thereon			
To ratify a first and final dividend of Kshs. 1.00 per share in respect of the year ended 31st December, 2019.			
Mr. Wilfred Ongoro being a director appointed under Article 104A of the Company's Articles under which the majority and strategic shareholder of the Company, Co-opholdings Co-operative Society Limited, nominates to the Board of the Company seven (7) directors, retired by rotation and being eligible offered himself for re-election in accordance with Article 100 of the Company's Articles of Association. Co-opholdings Co-operative Society Limited had already nominated him for re-election.			
In accordance with Article 100 of the Company's Articles of Association, Mr. Lawrence Karissa was due for retirement by rotation and being eligible for re-election offered himself for re-election.			
In accordance with Article 102 of the Company's Articles of Association, the Board appointed Mrs. Margaret Karangatha as an additional director to the Board. Mrs. Karangatha is therefore due to retire from office at the Annual General Meeting, and being eligible offered herself for re-election as an additional director.			

In accordance with Articles 79 and 100A of the Company's Articles of Association, to ratify the election of Mrs. Weda Welton as a director of the Company.			
In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors being members of the Board Audit Committee continue to serve as members of the said Committee: - i) Mrs. Weda Welton. ii) Mr. Patrick K. Githendu. iii) Mr. Benedict Simiyu. iv) Mr. Lawrence Karissa. v) Mr. Mwambia Wanyambura.			
To ratify the remuneration of the Directors for the year ended 31st December, 2019 and to authorize the Board to fix the remuneration of Directors.			
To ratify the re-appointment of Ernst and Young, Auditors of the Company, having expressed their willingness to continue in office and to authorize the directors to fix their remuneration.			
To ratify/note the acquisition of 90% of the Issued Share Capital of Jamii Bora Bank Limited by the Company pursuant to the Share Subscription Agreement dated 17th July, 2020 by passing the following resolutions: -			
That the subscription by the Company for shares in Jamii Bora Bank Limited ("JBBL") in accordance with the terms of the Subscription Agreement entered into between the Company and JBBL on 17th July, 2020 ("Subscription Agreement") pursuant to which: - a) JBBL became a subsidiary of the Company; b) The Company subscribed for 224,153,541 shares of a new class of ordinary shares (Class A) at a price of KES 4.46 each in JBBL ("New Shares") for an aggregate subscription price of KES 1 billion; c) In light of its proposed shareholding (which shall equate to 90% of all the issued shares in JBBL), the Company shall be entitled to 90% of the voting rights in JBBL, 90% of the distributable profits of JBBL, the right to appoint ALL the directors of JBBL to drive the needed transformation agenda, and in the event that JBBL is wound up and assets are distributed to shareholders – to 90% of such assets; and d) the New Shares shall rank pari passu and have equal rights to the existing shares of the shareholders as of the date of issuance of the New Shares, be and is hereby approved, confirmed and ratified in all respects as if such action(s) had been presented for approval, and approved by, the shareholders prior to such action being taken;			
That the entry into and the performance by the Company of its obligations under the Subscription Agreement and all ancillary agreements and documents required to give effect to the Subscription Agreement, be and is hereby approved, confirmed and ratified in all respects as if such action(s) had been presented for approval, and approved by, the shareholders prior to such action being taken.			
That the directors and the company secretary of the Company be and are hereby authorised to prepare and execute such documents and effect such filings as are required to give effect to the above resolutions.			

## ELECTRONIC COMMUNICATIONS CONSENT FORM

### Please complete in BLOCK CAPITALS

Full name of Proxy(s): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**MOBILE NUMBER**

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Please tick <b>ONE</b> of the boxes below and return to Image Registrars at P.O. Box 9287- 00100 Nairobi, or at 5 <sup>th</sup> floor Absa Towers (formerly Barclays Plaza), Loita Street:		
<b>Approval of Registration</b>		
I/WE approve to register to participate in the virtual General Meeting to be held on 22 <sup>nd</sup> October, 2020.		
<b>Consent for use of the Mobile Number provided</b>		
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(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company but, if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.
2. This proxy 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 under the hand of an officer or duly authorized attorney of such body corporate.
3. 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 info@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 20<sup>th</sup> October, 2020 at 11.00 a.m.
4. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 21<sup>st</sup> October, 2020 at 11.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 21<sup>st</sup> October, 2020 to allow time to address any issues.
5. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. 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.
6. 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.
7. 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.