



**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) of mobile number \_\_\_\_\_

and email \_\_\_\_\_ 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 17th May 2024 at 11.00 am and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

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 receive and consider, and, if approved adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st December 2023 together with the Directors' and Auditors' report thereon.			
To approve and declare a first and final dividend of Kshs. 1.50 per share in respect of the year ended 31st December 2023, to be paid to the shareholders on the register as at the close of business on 29th April 2024.			
Mr. Patrick K. Githendu 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, is retiring by rotation and being eligible offers himself for re-election in accordance with Article 100 of the Company's Articles of Association. Co-opholdings Co-operative Society Limited has already nominated him for re-election.			

<p>Mr. Julius Sitienei 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, is retiring by rotation and being eligible offers himself for re-election in accordance with Article 100 of the Company's Articles of Association.</p> <p>Co-opholdings Co-operative Society Limited has already nominated him for re-election.</p>			
<p>Mr. Godfrey K. Mburia 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, is retiring by rotation and being eligible offers himself for re-election in accordance with Article 100 of the Company's Articles of Association.</p> <p>Co-opholdings Co-operative Society Limited has already nominated him for re-election.</p>			
<p>In accordance with Article 100 of the Company's Articles of Association, Mr. John Murugu is due for retirement by rotation and being eligible for re-election offers himself for re-election.</p> <p>Mr. John Murugu an independent director having attained the age of 70 years, a vote of extension of his service as a director of the Company in accordance with guideline 2.5.1 of the Capital Markets Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015 is sought.</p>			
<p>In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors being members of the Board Audit Committee be elected to continue to serve as members of the said Committee: -</p> <ul style="list-style-type: none"> <li>i. Mrs. Weda Welton.</li> <li>ii. Mr. Patrick K. Githendu.</li> <li>iii. Mr. Lawrence Karissa.</li> <li>iv. Mr. Benedict Simiyu.</li> <li>v. Mr. Mwambia Wanyambura.</li> </ul>			
<p>To approve the remuneration of the Directors for the year ended 31 December 2023 and to authorize the Board to fix the remuneration of Directors.</p>			
<p>To re-appoint Ernst and Young, Auditors of the Company, having expressed their willingness to continue in office and to authorize the directors to fix their remuneration.</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 Image Registrars at P.O. Box 9287- 00100 Nairobi, 5th 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 17th May 2024.	<b>YES</b>	<b>NO</b>
<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.	<b>YES</b>	<b>NO</b>

**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 co-opbankagm@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 15th May 2024 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 15th May 2024 at 11.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 15th May 2024 at 2.00pm 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.