



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 15th May 2026 at 11.00 am and at any adjournment thereof.

Signed this _____ day of _____ 2026

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
A. ORDINARY BUSINESS			
To receive, consider and, if approved, adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st December 2025 together with the Directors' and Auditors' reports thereon.			
To approve a final dividend of Kshs. 1.50 per share in respect of the year ended 31 st December 2025 to be paid to the shareholders on the Register as at the close of business on 30th April 2026. If approved, and the Company having paid an interim dividend of Kshs 1.00 per share on 4th December 2025, the full dividend per share for the period ended 31 st December 2025 will be Kshs 2.50 per share. The final dividend will be paid on 5 th June 2026.			

<p>Election of Directors 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, 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, Mrs. Margaret Karangatha is due for retirement by rotation and, being eligible for re-election, offers herself for re-election.</p>			
<p>In accordance with Article 102 of the Company's Articles of Association, the Board appointed Mr. Wanyambura Mwambia as director to the Board to fill a casual vacancy. Mr. Wanyambura is therefore due to retire from office at the Annual General Meeting, and, being eligible, offers himself for re-election as a director of the Company.</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 serve as members of the said Committee:-</p> <ol style="list-style-type: none"> i. Mrs. Weda Welton. ii. Mr. Musa Kathanje. iii. Mr. Wanyambura Mwambia. iv. Mr. Benedict Simiyu. v. Mr. David Muthigani. 			
<p>To approve the remuneration of the Directors for the year ended 31st December 2025 and to authorize the Board to fix the remuneration of Directors for the ensuing year.</p>			
<p>To appoint KPMG as Auditors of the Company, having expressed their interest to be so appointed and to authorize the directors to fix their remuneration.</p>			

<p>B. SPECIAL BUSINESS</p>			
<p>i) Reorganization into a Non-Operating Holding Company (NOHC) Structure</p> <p>THAT, subject to obtaining all necessary regulatory, statutory, and third-party approvals (including but not limited to the approval of the Cabinet Secretary to the National Treasury of Kenya, the Central Bank of Kenya and the Capital Markets Authority, the proposed reorganization of The Co-operative Bank of Kenya Limited ("The Company") and its subsidiaries and relevant associates into a Group structure comprising a Non-Operating Holding Company (NOHC) at the apex in accordance with Section 13(1)(e) of the Banking Act (Cap. 488, Laws of Kenya) and the applicable Prudential Guidelines issued by the Central Bank of Kenya ("CBK") ("the Reorganization") be and is hereby APPROVED.</p> <p>THAT, subject to the grant of an NOHC licence by the CBK, the Company be converted from an operating commercial bank into a Non-Operating Holding Company in accordance with Section 13(1)(e) of the Banking Act (Cap. 488, Laws of Kenya) and the applicable Prudential Guidelines issued by the Central Bank of Kenya under the name Co-opbank Group PLC.</p> <p>THAT upon the successful transfer of the banking business of the Bank by the Company to the NewBank, the Company (as NOHC) shall change its name to "Co-opbank Group PLC", subject to the approval of the Registrar of Companies.</p>			
<p>ii) Incorporation of the new Subsidiary (NewBank)</p> <p>THAT the incorporation of a wholly owned subsidiary of the Company for the purpose of taking over, undertaking and carrying on the banking business currently conducted by the Company, to be named "Co-op Bank Kenya Limited" (the "NewBank"), subject to the approval of the Registrar of Companies, be and is hereby RATIFIED and APPROVED.</p> <p>THAT the initial core capital of the NewBank shall be Kshs 20 Billion divided into 200 Million ordinary shares of Kshs 100 each, all of which shall be issued to and held by the Company.</p> <p>THAT any two Directors of the Company, or any one Director and the Company Secretary, be and are hereby authorized to execute all incorporation documents and the constitution/articles of association of NewBank on behalf of the Company.</p>			

<p>iii) Regulatory Applications and Engagement</p> <p>THAT the Board of Directors and the senior management of the Company be and are hereby authorized to:</p> <ol style="list-style-type: none"> a. Apply for and pursue the grant of an NOHC License for the Company pursuant to the Banking Act and CBK Prudential Guidelines; b. Seek all necessary licences, approvals, consents or no-objection letters from the CBK, Capital Markets Authority, Insurance Regulatory Authority, Competition Authority of Kenya, and any other applicable domestic or regional regulator; and c. Undertake all regulatory engagements necessary to give effect to the reorganization. 			
<p>iv) Amendment of Memorandum and Articles of Association</p> <p>THAT upon the Company being converted into a NOHC, the existing Memorandum and Articles of Association of the Company be amended by the adoption of the draft new Articles of Association presented to the meeting in place of the existing Memorandum and Articles of Association in order to, inter alia:-</p> <ol style="list-style-type: none"> a. reflect the Company's status as an NOHC; b. align the Company's objects and governance framework with the NOHC Structure and modernize the Articles of Association in light of the Companies Act, No. 17 of 2015 and best practices; as more particularly set out in the draft Amended Articles of Association presented before the Meeting 			

<p>v) Transfer of Business</p> <p>a. THAT, subject to the approval of the Cabinet Secretary to the National Treasury and Economic Planning of Kenya pursuant to Section 9 of the Banking Act, and the CBK, the Company be and is hereby AUTHORIZED to transfer its banking and related business, including such assets, employees, liabilities, rights and obligations to NewBank as a going concern pursuant to a Business Transfer Agreement to be entered into between the Company and NewBank (Co-op Bank Kenya Limited), on such terms and for such consideration and at such time as the Board may approve and as shall be set out in the said Business Transfer Agreement. Without prejudice to the foregoing, the consideration for the transfer of the said banking business shall include the allotment to the Company of the entire issued share capital of the NewBank.</p> <p>b. THAT upon transfer of the business from the Company to the NewBank pursuant to the Business Transfer Agreement, the Company shall cease to conduct banking business and shall operate solely as a non-operating holding company in accordance with Section 13(1)(e) of the Banking Act (Cap. 488, Laws of Kenya) and the applicable Prudential Guidelines issued by the Central Bank of Kenya.</p> <p>c. THAT the Board of the Company be and is hereby authorized to execute all agreements, deeds, instruments and documents, and to take all actions necessary or incidental to implement the Reorganization, including the transfer or novation of contracts, migration of systems, and transfer of assets and liabilities.</p>			
<p>vi) THAT any actions of any officer of the Company, in carrying out the terms and intentions of these resolutions, whether taken prior to or subsequent to the passing of the aforementioned resolutions, be and the same are hereby in all respects ratified, confirmed and approved as the authorized actions of the Company.</p>			

ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in BLOCK CAPITALS

Full name of Proxy(s): _____

Address: _____

Mobile Number

Date: _____

Signature: _____

Please tick the boxes below and return to Image Registrars at P. O. Box 9287- 00100 Nairobi, 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street:

Approval of Registration I/WE approve to register to participate in the virtual Annual General Meeting to be held on 15 th May, 2026	
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(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 13th May, 2026 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 13th May, 2026 at 11.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 13th May, 2026 at 2.00 pm 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.
8. By signing this form, I consent to The Co-operative Bank Limited and Image Registrars Limited processing my personal data as defined in the Data Protection Act, 2019 for facilitation of my voting in the AGM, including where necessary my name, home address, telephone number, date of birth, identity number or other identification number and any shares held in the company. The Co-operative Bank Limited and its subsidiaries thereunder may transfer the Data amongst themselves and to 3rd parties as necessary for facilitating voting in the AGM.