

**TPS EASTERN AFRICA PLC**

**PROXY FORM**

.....  
.....

**THE COMPANY SECRETARY,**

.....,  
.....

**P. O. BOX .....,  
NAIROBI, KENYA**

I/WE.....  
of.....

Being a shareholder of ..... hereby appoint the Chairman of the Meeting or  
(see notes ...and ..) ..... (Name of proxy) in  
respect of my .....(Number of shares). Please  
indicate here if you are appointing more than one proxy  
..... (see note.) 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 28<sup>th</sup> June, 2021 at 11.00 am and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2021

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**

<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b>
<b>To confirm the minutes of the previous AGM held on 30<sup>th</sup> June, 2020.</b>			
<b>Approval of the Audited Accounts, Directors' &amp; Auditors' Reports for the Year ended 31 December, 2020.</b>			
<b>Re-election of Mr. Guedi Ainache.</b>			
<b>Re-election of Mr. Francis Okomo-Okello.</b>			
<b>Re-election of Mr. Ameer Kassim-Lakha.</b>			
<b>To note that there was no Non-Executive Directors' remuneration paid in 2020.</b>			
<b>Appoint PricewaterhouseCoopers LLP as the Company's Auditors</b>			
<b>Approve the Auditor's remuneration and authorize Directors to fix the Auditor's remuneration for 2021.</b>			
<b>Audit Committee:</b> In accordance with the provisions of Section 769 (1) 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: Mr. Ameer Kassim-Lakha, Mr. Mahmood Manji and Mr. Guedi Ainache.			
<b>To increase the authorized share capital of the company</b> from Kenya Shillings Two Hundred Million (Kshs 200,000,000/=) divided into 200,000,000 ordinary shares of par value Kenya Shilling one (KShs. 1.00) each to Kenya Shillings Four Hundred Million (KShs 400,000,000/=) by the creation of additional Two Hundred million (200,000,000) new ordinary shares of Kenya Shilling one (KShs 1.00) each to rank <i>pari passu</i> in all respects with the existing ordinary shares of the Company”.			
<b>To amend the Articles of Association by inserting a new Article 67 which reads as follows.....</b> “Notwithstanding the provisions of Article 64, 65 and 66 the Directors may if they deem fit and upon notifying members hold a general meeting			

<p>including its annual general meeting via radio, telephone, closed circuit television, video-conferencing or other electronic, digital or audio/visual communication, or a combination of any such means (“virtual meeting”). Though the members would not be physically present together in one place at the time of the virtual meeting, a resolution passed by members constituting a quorum at such a general meeting shall be deemed to have been passed at a general meeting held on the day and time which the virtual meeting was held”.</p>			
<p><b>Subject to passing the above Resolution inserting a new Article 67</b>, the existing Article 67 to 177 be and are hereby renumbered as Article 68 to 178 respectively.</p>			

**ELECTRONIC COMMUNICATIONS PREFERENCE FORM**

**Please complete in BLOCK CAPITALS**

Full name of member(s): .....

.....

.....

Address: .....

.....

.....

CDSC No (if known) .....

(This can be found on your CDSC Statement)

**Mobile Number**

Date: .....

Signature: .....

Please tick **ONE** of the boxes below and return to Image Registrars at P.O. Box 9287-00100 Nairobi, 5<sup>th</sup> 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 .....

**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. If a member is unable to attend personally, this Proxy Form should be completed and returned to reach the Company's share registrar, **Image Registrars Limited**, 5<sup>th</sup> Floor, Barclays Plaza, Loita Street, P.O. Box 9287, GPO 00100, Nairobi, or via email to *info@image.co.ke* to be received not later than **11:00 a.m. on 24<sup>th</sup> June 2021** i.e. 48 hours before the meeting or any adjournment thereof.
2. In case of a member being a body corporate, the Proxy Form must be under its common seal or under the hand of an officer or duly authorized attorney of such corporate body.
3. 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.
4. 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.
5. 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 Image Registrars, Barclays Plaza, 5<sup>th</sup> Floor, Loita Street and address P.O.Box 9287-00100, Nairobi not later than 11.00 am on 24<sup>th</sup> June 2021 or, in the case of a poll taken subsequent to the date of the meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the

poll which is taken not more than 48 hours after the day of the meeting or adjourned meeting.

6. In the case of a company being a shareholder then this proxy form must be executed under its common seal or signed on its behalf by an officer of that company or an authorized attorney for that company.
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.