



Proxy Form

**The Company Secretary,
Nairobi Business Ventures Public Limited Company,
P.O. Box 9287-00100,
Nairobi, Kenya**

I/WE _____

Of _____

Being a shareholder of **Nairobi Business Ventures Public Limited Company** 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 Thursday 29th September 2022 at 10:00 am 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

THAT the audited financial statements for the year ended 31st March 2022 together with the report of the Chairman, Directors and Auditors therein, be and are hereby adopted.

THAT Mr. Naresh J. Ranpura who retires by rotation and being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company.

THAT Mr. Lucas F. L. O. Meso who retires by rotation and being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company.

THAT Ms. Rita Okuthe who was appointed during the year under review as an independent Non- Executive Director, and in accordance with the Articles of Association, hereby retires and offers herself for election, be and is hereby elected as a Director of the Company.

THAT Mr. Gaurang V. Soni who was appointed during the year under review as an independent Non- Executive Director, and in accordance with the Articles of Association, hereby retires and offers himself for election, be and is hereby elected as a Director of the Company.

THAT Mr. Vimal N. Ranpura who was appointed during the year under review as an independent Non- Executive Director, and in accordance with the Articles of Association, hereby retires and offers himself for election, be and is hereby elected as a Director of the Company.

THAT Mr. Umang H. Soni who was appointed during the year under review as an independent Non- Executive Director, and in accordance with the Articles of Association, hereby retires and offers himself for election, be and is hereby elected as a Director of the Company.

THAT In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit Committee, be



appointed to continue to serve as members of the said committee:

- i. Mr. Lucas F. L. O. Meso
- ii. Mr. Robert K. Nyasimi
- iii. Mr. Naresh J. Ranpura

THAT the remuneration of Directors and the Directors Remuneration report for the financial year ended 31st March 2022, be and is hereby approved.

THAT Messrs Jesse & Associates be appointed as Auditors of the Company in accordance with the provisions of Section 721 (2) of the Kenyan Companies Act, 2015 and the Directors are authorised to fix the Auditors' remuneration for the ensuing financial year.

THAT subject to Regulatory approvals, the Company be listed on the Main Investment Market Segment (MIMS) and the directors are hereby authorised to do all that is required and execute all the necessary documents and do all that appertains to ensure the listing of the Company.



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:

Approval of Registration

I/WE approve to register to participate in the virtual General Meeting to be held on Thursday 29th September 2022 at 10.00 a.m.

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 communication.

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 Tuesday 27th September 2022 at 10.00 a.m.
4. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Tuesday 27th September 2022 at 10.00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Wednesday 28th September 2022 at 10.00 a.m. 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.

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.