

# PROXY FORM



**WPP Scangroup Plc**  
**PO Box 34537 - 00100 GPO,**  
**Nairobi, Kenya**

**CDSC ACCOUNT No.** .....

**SHAREHOLDER No.** .....

**ID/REGISTRATION No.** .....

I/We ..... of (address) .....

..... being a member/members of WPP SCANGROUP

PLC hereby appoint: ..... of: (address)

..... TEL. No: ..... Email Address ..... or failing him/her:

..... of: (address)

..... TEL. No: ..... Email Address .....

and failing him/ her the Chairman of the meeting as my/ our proxy to vote for me/ us on my/ our behalf at the 2023 Annual General Meeting to be held on 30th June 2023 and at any adjournment thereof.

As witness my/our hand this .....day of ..... 2023

Signature(s) .....

.....

## A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) below:

About the agenda items of Annual General Meeting:

- a) The Proxy is authorized to vote according to his/her opinion
- b) The Proxy is authorized to vote in favor of all proposed resolutions
- c) The Proxy is authorized to vote in accordance with the following instructions stated in the table below.

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\* Delete whichever is not applicable.

Agenda items	Accept	Reject	Dissenting Opinion
<b>ORDINARY BUSINESS:</b>			
1. To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2022, together with the Chairman's, the Directors' and Auditor's Reports thereon.			
2. To note that the Directors do not recommend the payment of a dividend for the financial year ended 31 December 2022.			
Directors:			
3. In accordance with the provisions of Article 30.1 of the Company's Articles of Association: –			
a) Mr Richard Omwela retires by rotation and being eligible, offers himself for re-election.			
b) Mr Dominic Grainger retires by rotation and being eligible, offers himself for re-election.			
c) Mr Andrew Payne retires in accordance with the provisions of Article 29.5 and being eligible, does not offer himself for re-election.			
4. In accordance with the provisions of Article 30.8(b) of the Company's Articles of Association:			
• To elect Ms Patou Nuytemans to serve as director as recommended by the Board of Directors.			
5. In accordance with the provisions of Section 769 of the Companies Act, 2015 the following Directors, being members of the Group Board Audit & Risk Committee be elected to continue to serve as members of the said Committee: –			
• Mr Peter M. Kimurwa			
• Ms Patricia Kiwanuka			
• Ms Beverley Spencer-Obatoyinbo			
• Mr. Jonathan Neil Eggar			
• Mr Shahid Sadiq			
• Mr Federico de Nardis			
6.			
a) To approve the Directors Remuneration Policy for the year ended 31 December 2022			
b) To approve the Directors Remuneration report for the year ended 31 December 2022			
7. To note that the auditors, Deloitte Kenya, will continue in office in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015.			

## Notes:

- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend in his stead. A proxy need not be a member.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or, if the appointor is a Corporation, either under seal, or under the hand of an officer or attorney duly authorized.
- To be valid, this Proxy Form must be duly completed by a Member and must either be emailed to info@image.co.ke or delivered to Image Registrars Limited, Absa Towers, 5th Floor, Loita Street, so as to be received not later than 28 June 2023 at 11:00 a.m.