



PROXY FORM

WPP Scangroup Plc
P.O. Box 34537 – 00100 GPO,
Nairobi, Kenya

CDSC ACCOUNT No.
SHAREHOLDER No.
ID/PASSPORT No.

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

TEL. No:..... Email 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 2024 Annual General Meeting to be held on 21st June 2024 and at any adjournment thereof.

As witness my/our hand thisday of 2024

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:

- | | TICK | |
|---|--------------------------|--------------------------|
| | Yes | No |
| a) The Proxy is authorized to vote according to his/her opinion | <input type="checkbox"/> | <input type="checkbox"/> |
| b) The Proxy is authorized to vote in favor of all proposed resolutions | <input type="checkbox"/> | <input type="checkbox"/> |
| c) The Proxy is authorized to vote in accordance with the following instructions stated in the table below. | <input type="checkbox"/> | <input type="checkbox"/> |



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*Tick whichever is applicable.

AGENDA ITEMS	ACCEPT	REJECT	DISSENTING OPINION
ORDINARY BUSINESS:			
3. To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2023, together with the Chairman's, the Directors' and Auditor's Reports thereon.			
4. To note that the Directors do not recommend the payment of a dividend for the financial year ended 31 December 2023.			
5. Directors:			
(a). In accordance with the provisions of Article 30.1 of the Company's Articles of Association: –			
• Mr Shahid Sadiq retires by rotation and being eligible, offers himself for re-election.			
• Mr. Jonathan Neil Eggar retires by rotation and being eligible, offers himself for re-election.			
• Ms Patricia Kiwanuka retires by rotation and being eligible, offers herself for re-election.			
(b). 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 2023.			
b) To approve the Directors Remuneration report for the year ended 31 December 2023.			
7. To appoint Messrs. PricewaterhouseCoopers (Kenya) as auditors in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 in place of Deloitte & Touche LLP whose term had come to an end in line with the Company's policy on rotation of external auditors 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:

1. 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.
2. 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.
3. To be valid, this Proxy Form must be duly completed by a Member and must either be emailed to scangroupshares@image.co.ke or Image Registrars Ltd, at Absa Towers , 5th Floor, Loita Street P.O. Box 9287- 00100 GPO, Nairobi, so as to be received not later than 19th June 2024 at 11:00 a.m.