



WPP SCANGROUP PLC - 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 2021 Annual General Meeting to be held on 30th September 2021 and at any adjournment thereof.

As witness my/our hand thisday of 2021

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.

* Delete whichever is not 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 2020, 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 31st December 2020.			
5. Directors:			
<ul style="list-style-type: none"> • In accordance with the provisions of Article 93 of the Company's Articles of Association, Mr Pratul Hemraj Shah retires at this meeting and being eligible, offers himself for re-election. • In accordance with the provisions of Article 116 of the Company's Articles of Association, Mr Shahid Sadiq retires by rotation and being eligible, offers himself for re-election. 			

<p>6. 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: -</p> <p>Mr. Pratul Shah Mr. Richard Omwela Mr. Jonathan Neil Eggar</p>			
<p>7. To approve the Directors Remuneration Policy and Remuneration report for the year ended 31 December 2020</p>			
<p>8. 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.</p>			
<p>SPECIAL BUSINESS:</p>			
<p>Special Resolution 1 – Merger Relief</p> <p>To consider and if thought fit to pass the following resolution as a Special Resolution, as recommended by the Directors:-</p> <p>THAT, the directors are authorised to create in the books of account of the Company a merger reserve account as permitted by section 388 of the Companies Act, 2015 for the purpose of absorbing past and future impairments of value on shares of subsidiary companies where the share premium created on the issue of the Company's shares on acquisition of such subsidiaries qualifies for merger relief under the conditions of section 388 of the Companies Act, 2015 <u>AND THAT</u> the directors shall report in the annual report and audited financial statements of the Company the amount of share premium resolved by the board (if any) to be transferred to the merger reserve.</p>			
<p>Special Resolution 2 – new Articles of Association</p> <p>To consider and if thought fit to pass the following resolution as a Special Resolution, as recommended by the Directors:-</p> <p>THAT, the new Articles of Association (a copy of which were tabled at the meeting) be and are hereby adopted as the Articles of Association of the Company in complete substitution for, and to the exclusion of, the Company's existing Articles of Association, including any provisions contained in the Company's memorandum of association that were automatically deemed to form part of the Company's existing articles under section 26 of the Companies Act, 2015</p>			

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 proxy@candrgroup.co.ke or Custody and Registrars Services Ltd, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, P.O. Box 8484- 00100 GPO, Nairobi, so as to be received not later than 29th September 2021 at 11:00 a.m.