



PROXY FORM

The Company Secretary
The Standard Group PLC
P.O. Box 30080 - 00100
NAIROBI, KENYA

I/WE.....

of mobile numberand of P. O Box

Email address

CDS Account Number Number of Shares held being a shareholder(s) of **THE STANDARD GROUP PLC** hereby appoint:

Name:

of mobile number and of P. O. Box

National ID/Passport No.....or failing him/her, the Chairman of the meeting as my/our proxy, to vote for my/our behalf at the Virtual Annual General Meeting (AGM) to be held electronically on **Friday, 3 July 2020** at **11.00 a.m.** or any adjournment thereof.

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/her vote at his/her discretion and I/We authorize my/our proxy to vote (or withhold his/her vote) as he/she thinks fit in relation to any other matter which is properly put before the Meeting.

As witness my/our hand/s this..... day of.....2020

.....
Signature(s)

Please clearly mark the box below to instruct your proxy how to vote

NO.	RESOLUTION:	FOR	AGAINST	WITHHELD
1.	To receive, consider and if thought fit, adopt the audited Consolidated Financial Statements for the year ended 31 December 2019 together with the reports of the Chairman, the Group Chief Executive Officer and the Auditors' thereon.			
	Election of Directors:			
2.	In accordance with Article 101 of the Company's Article of Association, the following Directors retire by rotation, and being eligible, offer themselves for re-election as Directors of the Company: Dr. Julius Kipnetich and Mr. Shaun Zambuni.			
3.	Dr. James Boyd Mcfie having attained the age of seventy years, retires in accordance with the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015 and being eligible, offers himself for re-election.			
4.	Pursuant to the provisions of Section 769 of the Companies Act 2015, the following Directors being members of the Finance & Audit Committee, be elected to continue to serve as members of the said Committee: Dr. Githinji Gitahi, Mr. Shaun Zambuni, Ms. Juliana Rotich, Dr. Julius Kipnetich and Dr. James Boyd Mcfie.			
5.	To approve the remuneration of the Directors and Directors Remuneration Report for the year ended 31 December 2019.			
6.	To re-appoint KPMG Kenya to continue in office as the Company's External Auditors for the ensuing financial year by virtue of Section 721(2) of the Companies Act 2015 and to authorize the Directors to fix their remuneration.			
	Special Business:			
7.	That by way of Special Resolution, the relevant provisions of the Company's Articles of Association, be and are hereby amended to allow for attendance, participation and voting by electronic means in general meetings, in the manner summarized in Annexure I attached hereto.			



ELECTRONIC COMMUNICATIONS PREFERENCE 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 or 5th 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 Friday 3 July 2020.

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. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to participate and vote at the Virtual AGM of the Company. You can only appoint a proxy using the procedures set out hereunder and/or in the notes to the AGM Notice.
2. Appointment of a proxy does not preclude you from participating in the meeting and voting in person. If you have appointed a proxy and participate in the meeting in person and vote, your proxy appointment will automatically be terminated
3. To be valid, the proxy form 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, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street and address P.O. Box 9287-00100, Nairobi**, or emailed to info@image.co.ke not later than 11.00 am on Wednesday, 1 July 2020 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 more than 48 hours after the day of the meeting or adjourned meeting.
4. A proxy form must be in writing and in case of an individual shall be signed by the Shareholder and in the case of a body corporate, the proxy form must be either under its common seal or the hand of an officer or duly authorized attorney of such corporate body.
5. 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.