



To: The Registrar
Custody & Registrar Services Limited
IKM Place, Tower B
1st Floor, 5th Ngong Avenue
PO Box 8484
00100 - NAIROBI

PROXY FORM
CROWN PAINTS KENYA PLC

I/We

Share A/c No

of (address).....

being a member/members of Crown Paints Kenya PLC hereby appoint

.....

of (address).....

or failing him the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Sixty Third Annual General Meeting of the Company to be held on Friday, 30 October 2020 and at any adjournment thereof.

As witness I/We lay my/our hand (s) this _____ day of _____ 2020.

Signature _____

Signature _____

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

RESOLUTION	FOR	AGAINST	ABSTAIN
1 To consider and, if approved, adopt the audited financial statements for the year ended 31 st December 2019 together with the Directors' and Auditors' Reports thereon.			
2 To receive, consider and if thought fit approve the Directors' Remuneration Report and the remuneration paid to the Directors' for the year ended 31 st December 2019.			
3 To elect Directors: 3.1 Mr Francis Maina retires by rotation in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for re-election.			
3.2 In accordance with the provisions of section 769 of the Companies Act 2015, the following Directors, being members of the Board Audit and Risk Committee be elected individually to continue serving as members of the Committee: 1. Mr Stephen Oundo			

2. Mr Francis Maina.			
<p>4 To re-appoint Messrs Ernst & Young LLP as the auditors of the Company for the Financial Year ending 31st December 2020 in accordance with Section 719 (2) of the Companies Act, 2015 and to authorise the Directors to fix their remuneration for 2020.</p>			
<p>SPECIAL BUSINESS</p> <p>5 Amendment of the Articles of Association</p> <p>5.1 To consider and, if thought fit, pass the following special resolution amending the Articles of Association of the Company by introducing a new Article 55A immediately after Article 55. “55A. The pre-emption rights under Article 55 shall not apply where the shareholders have by way of a special resolution authorised the Directors to allot and issue shares in the Company in a different manner.”</p>			
<p>6 Increase of share capital and authorisation of directors to allot and issue shares</p> <p>6.1 To consider and, if thought fit, to pass the following resolution as an ordinary resolution:</p> <p>“THAT the share capital of the Company be and is hereby increased from Kenya Shillings three hundred and fifty five million nine hundred and five thousand (KES 355,905,000) divided into seventy one million one hundred and eighty one thousand (71,181,000) ordinary shares of Kenya Shillings five (KES 5) each by the creation of an additional ninety two million five hundred and twenty six thousand (92,526,000) ordinary shares of a par value of Kenya Shillings five (KES 5) each ranking <i>pari passu</i> in all respects with the existing ordinary shares in the capital of the Company, with the intention that seventy one million one hundred and eighty one thousand (71,181,000) ordinary shares will be allotted and issued pursuant to a rights issue and the remaining twenty one million three hundred and forty five thousand (21,345,000) ordinary shares will be allotted and issued in such a manner as the board of the Company may determine from time to time.”</p>			
<p>6.2 To consider and, if thought fit, to pass the following resolution as an ordinary resolution:</p> <p>“THAT the directors be and are hereby granted the power to:</p> <p>a) pursuant to a rights issue, allot and issue seventy one million one hundred and eighty one thousand (71,181,000) ordinary shares in the Company in accordance with Section 329 of the Companies Act, 2015 within a period not exceeding five (5) years from the date of this resolution;</p> <p>b) to determine the terms and conditions on which rights not taken up in the rights issue will be allotted and issued;</p> <p>c) allot and issue the remaining twenty one million three hundred and forty five thousand (21,345,000) ordinary shares in the Company in accordance with Section 329 of the Companies Act, 2015 within a period not exceeding five (5) years from the date of this resolution in such manner as the board of the Company may determine from time to time including but not limited to an employee share ownership plan (ESOP), pursuant to the issue and conversion of convertible loan notes or any other equity-linked financing.”</p>			
<p>6.3 To consider and, if thought fit, to pass the following resolution as a special resolution:</p>			

<p>“THAT by way of a special resolution, and in accordance with Section 348 of the Companies Act, 2015 and Article 55 of the Company’s Articles of Association the shareholders hereby waive their rights of pre-emption under Section 338 of the Companies Act, 2015 and Article 55 of the Company’s Articles of Association and the directors be and are hereby granted the power to allot and issue the additional twenty one million three hundred and forty five thousand (21,345,000) ordinary shares as if Section 338 of the Companies Act, 2015 or other pre-emption rights in the Articles of Association of the Company or statute did not apply to the allotment and issuance.”</p>			
<p>7 Rights Issue</p> <p>7.1 To consider and, if thought fit, pass the following resolution as a special resolution:</p> <p>“THAT by way of special resolution, the directors be and are hereby authorised to carry out a rights issue for the allotment and issuance of the additional seventy one million one hundred and eighty one thousand (71,181,000) ordinary shares in the Company, subject to any required regulatory approvals including but not limited to the Capital Markets Authority, by way of rights to the holders of the issued ordinary shares in the Company registered at the close of business on such date and at such price as shall be determined by the directors and on such terms and conditions as the directors may determine.”</p> <p>For purposes of regulation 4(4) of the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002, this is the announcement of the recommendation of the Rights Issue by the Board of the Company. Further details on the recommendation are available at the Company’s website www.crownpaints.co.ke.</p>			