



# PROXY FORM

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

I/We .....

of (address) .....

being a member/ members of WPP Scangroup Plc hereby appoint:

.....

of (address) .....

or failing him/her: .....

of (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 2019 Annual General Meeting to be held on Friday 10<sup>th</sup> May 2019 and at any adjournment thereof.

As witness my/our hand this .....day of ..... 2019

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) in the following sections 1 and 2.

1. 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 favour 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
3. To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2018, together with the Chairman's, the Directors' and Auditor's Reports thereon.			
4 i. To consider and approve a first and final dividend totaling Ksh 432,155,985.00 being Ksh 1.00 per share for the year ended 31 December 2018 payable before 10 June 2019 to shareholders on the Register of Members at the close of business on 10th May 2019.			
4. ii. To consider and approve a special dividend totaling Ksh 1,296,467,955.00 being Ksh 3.00 per share for the year ended 31 December 2018 payable before 10 June 2019 to shareholders on the Register of Members at the close of business on 10th May 2019.			
5 To elect Directors:			
5. a) Ms. Patricia Ithau retires by rotation in accordance with Article 93 of the Company's Articles of Association and, being eligible, offers herself for re-election.			
5. c) To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: In accordance with Article 116 of the Company's Articles of Association, Mr. Pratul Shah, a director appointed to the Board to fill a casual vacancy, retires at the dissolution of the meeting and having been recommended by the Board, offers himself for election as a non-executive director for a term of three years.			
5. d) To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: "In accordance with Article 116 of the Company's Articles of Association, Mr. Dominic Grainger, a director appointed to the Board to fill a casual vacancy, retires at the dissolution of the meeting and having been recommended by the Board, offers himself for election as a non-executive director."			
5. e) To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:  "In accordance with Article 95 of the Company's Articles of Association, Mr. Satyabrata Das, in respect of whom a Notice in writing has been received from a Shareholder and having been recommended by the Board, offers himself for election as an executive director."			
6. To consider and if thought fit, to pass an ordinary resolution pursuant to Section 769 (1) of the Companies Act, 2015, to appoint the following members of the Board Audit Committee: - Mr. Pratul Shah Mr. Richard Omwela Mr. Jonathan Neil Eggar			
7. To approve the Directors Remuneration			

#### 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 lodged with the shares registrar Comp-rite Kenya Limited at The Crescent, off Parklands Road, Crescent Business Centre, 2nd floor, Nairobi or posted to Comp-rite Kenya Limited P.O. Box 63428-00619 Nairobi so as to reach the Shares Registrar not later than 11.00 a.m. on Tuesday 7<sup>th</sup> May 2019.