

## PROXY FORM FOR EVEREADY EAST AFRICA PLC ANNUAL GENERAL MEETING

THE COMPANY SECRETARY  
EVEREADY EAST AFRICA PLC  
P. O. BOX 44755 - 00100  
NAIROBI, KENYA

I/we \_\_\_\_\_

of \_\_\_\_\_

Being a shareholder of EVEREADY EAST AFRICA PLC hereby appoint the Chairman of the Meeting or (see notes 3 and 5) \_\_\_\_\_ (Name of proxy) in respect of my \_\_\_\_\_ (Number of shares). Please indicate here if you are appointing more than one proxy \_\_\_\_\_ (see note 5) as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held electronically on Tuesday, 27 October 2020 at 9.30am and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Signature(s)

\_\_\_\_\_  
\_\_\_\_\_

NOTE: Unless otherwise directed, a Proxy holder will vote as he thinks fit and in respect of the member's total holding.

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

PLEASE CLEARLY MARK THE BOX BELOW TO INSTRUCT YOUR PROXY HOW TO VOTE

RESOLUTION	FOR	AGAINST	ABSTAIN
To confirm the minutes of the fifty second Annual General Meeting held on Thursday 28 March, 2019.			
To receive and adopt the report of the Directors together with the audited financial statements for the year ended 31 September 2019			
Re-Election of Industrial Commercial Development Corporation (ICDC)			
Re-Election of Mrs. Lucy N. Waithaka			
Audit Committee: In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit Committee be re-elected to continue to serve as members of the said Committee: <ul style="list-style-type: none"> <li>i) Mr. Joseph Sitati; (Chair)</li> <li>ii) Ms. Fauzia Shah; and</li> <li>iii) Mrs. Lucy Waithaka.</li> </ul>			
To approve the Remuneration Policy And the Director's Remuneration Report for the year ended 30 September 2019.			
To re-appoint Messrs RSM East Africa as Auditors of the Company in accordance with the provisions of Section 721 (2) of the Kenyan Companies Act, 2015 and to authorize the Directors to fix the Auditors' remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Kenyan Companies Act, 2015.			
SPECIAL BUSINESS;			
The Articles of Association of the Company be and is hereby amended as follows: <i>"Article 63(b): Notwithstanding anything contained in these Articles, if the Board calls a meeting of shareholders or of the Board, the Board may determine that the meeting be held, subject to and in accordance with the Act or any other applicable regulations, entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting (multi-site, virtual or hybrid meeting). In the event such a meeting is to be held, the Board shall, notwithstanding anything contained in these Articles, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by telephonic, electronic or other communications facility. Participation in the multi-site, virtual or hybrid meeting held by telephonic, electronic or other communications facility shall constitute presence of the Members or Directors at the meeting and anything contained in these Articles requiring:</i> <i>63(b)(i) Members or Directors to be personally present shall be construed as including a virtual, telephonic or electronic presence; and</i> <i>63(b)(ii) Notice of a place of the meeting to include the place of the meeting shall be construed to include the means of conduct and mechanism for assessing and participating in the meeting if it is a multi-site, virtual or hybrid meeting.</i>			

## **ELECTRONIC COMMUNICATIONS PREFERENCE FORM**

Please Complete in **BLOCK CAPITALS**

Full name of member(s): .....

.....

.....

Address: .....

.....

.....

CDSC No. (if Known) .....

(This can be found on your CDSC Statement)

Mobile Number

Date: .....

Signature:.....

Please tick **ONE** of the boxes below and return to Image Registrars at P.O. Box 9287-00100  
Nairobi,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 Thursday,  
20th August 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. A completed form of proxy should be emailed to [info@image.co.ke](mailto:info@image.co.ke) or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 25 October 2020 at 9.30 am. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 25 October 2020 at 9.30 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 26 October 2020 to allow time to address any issues.
2. In case of a member being a corporate body, the Proxy Form must be under its common seal or under the hand of an officer or duly authorized attorney of such corporate body.
3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words “the Chairman of the Meeting or” and insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.
4. Completion and submission of the form of proxy will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
5. A proxy form is available on the Company’s website via this link: <http://www.eveready.com/> Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street.
6. A “vote Abstain” 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.

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