

WPP | SCANGROUP PLC
PROXY FORM

WPP Scangroup Plc
P.O. Box 34537 – 00100 GPO
Nairobi, Kenya

CDSC ACCOUNT NO.....
SHAREHOLDER No.
ID/PASSPORT No.

I/We.....of (address)..... TEL. No:.....
Email 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
2026 Annual General Meeting to be held on 8th June 2026 and at any adjournment thereof. As witness my/our hand thisday of 2026
Signature(s).....

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:

<i>Tick whichever is applicable</i>	YES	NO
The Proxy is authorised to vote according to his/her opinion		
The Proxy is authorised to vote in favor of all proposed resolutions		
The Proxy is authorised to vote in accordance with the following instructions stated in the table below.		

*Tick whichever is 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 31st December 2025, 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 2025.			
5.	Directors			
	i) In accordance with Section 2.5 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, Mr. Richard Omwela, having attained the age of 70 years, retires by rotation and being eligible offers himself for re-election.			
	ii) In accordance with the provisions of Article 30.1 of the Company's Articles of Association, Ms Patricia Kiwanuka retires by rotation and being eligible, offers herself for re-election.			
	iii) To re-appoint Ms. Kagiso Musi who was appointed to fill a casual vacancy during the year pursuant to Article 29.5 of the Articles of Association.			
	iv) To re-appoint Mr. Nick Douglas who was appointed to fill a casual vacancy during the year pursuant to Article 29.5 of the Articles of Association.			
	v) To re-appoint Mr. Manuel Segimon who was appointed to fill a casual vacancy during the year pursuant to Article 29.5 of the Articles of Association.			
	vi) In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be elected to serve as members of the said committee: -			
	a) Mr. Peter Kimurwa b) Ms. Patricia Kiwanuka c) Ms. Beverley Spencer-Obatoyinbo d) Mr. Nick Douglas e) Mr. Manuel Segimon			
6.	Directors Remuneration			
	a) To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31st December 2025.			
	b) To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31st December 2025.			
7.	To note that the auditors, PricewaterhouseCoopers LLP (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.			
8.	SPECIAL BUSINESS			
	To consider and if thought fit, to pass the following Ordinary resolutions of which Special Notice has been received pursuant to Sections 287 of the Companies Act (Act No. 17 of 2015)			
	A. Removal of Directors THAT, pursuant to section 139 of the Companies Act, 2015 and Article 34.1(g) of the Articles of Association of the Company, Richard Omwela, Akua Brayie Owusu-Nartey, Beverley Spencer-Obatoyinbo, Peter Kimurwa, Patricia Kiwanuka, Kagiso Musi, Nick Douglas, Manuel Segimon and Tebogo Skwambane be and are hereby removed from office as a Director of the Company with effect from the conclusion of this meeting.			
	B. Appointment of replacement directors THAT, subject to his/her written consent to act and compliance with the Articles of Association of the Company and applicable law, Bharat Kumar Thakrar, Andrew John Laird White, Carl Adam Ogola, Kunal Kamlesh Bid and Rishab Bharat Thakrar be and are hereby appointed as a Director of the Company with effect from the conclusion of this meeting.			
	C. Ancillary request to the newly constituted Board THAT, following the conclusion of this meeting, the newly constituted Board is requested to consider, as its first order of business, the appropriate appointment of the chairperson of the Board, any Managing Director or Chief Executive Officer and the composition of Board committees, in each case in accordance with the Articles of Association, the Companies Act, 2015, the Capital Markets regulatory framework and applicable corporate governance requirements.			

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 info@image.co.ke or delivered to Image Registrars Limited, Absa Towers, 5th Floor, Loita Street P.O. Box 9287- 00100 GPO, Nairobi, so as to be received not later than 6th June 2026 at 12:00 p.m.