

TPS EASTERN AFRICA PLC

PROXY FORM

.....
.....

THE COMPANY SECRETARY,

.....,
.....

**P. O. BOX,
NAIROBI, KENYA**

I/WE.....
of.....

Being a shareholder of hereby appoint the Chairman of the Meeting or
(see notes ...and ..) (Name of proxy) in
respect of my(Number of shares). Please
indicate here if you are appointing more than one proxy
..... (see note.) 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 30th June, 2022 at 9.30 am and at any adjournment thereof.

Signed this _____ day of _____, 2022

Signature(s)

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	WITHHELD
To confirm the minutes of the previous AGM held on 28th June, 2021.			
Approval of the Audited Accounts, Directors' & Auditors' Reports for the Year ended 31 December, 2021.			
Re-election of Mr. Alkarim Jiwa.			
Re-election of Mr. Francis Okomo-Okello.			
To note that there was no Non-Executive Directors' remuneration paid in 2021.			
Appoint PricewaterhouseCoopers LLP as the Company's Auditors			
Approve the Auditor's remuneration and authorize Directors to fix the Auditor's remuneration for 2022.			
Audit Committee: In accordance with the provisions of Section 769 (1) of the Companies Act, 2015, the following directors, being members of the Board Audit Committee be elected to continue to serve as members of the said Committee: Mr. Mahmood Manji, Mr. Guedi Ainache and Mr. Alkarim Jiwa			
To Ratify the Company's equity participation in Tourism Promotion Services (Kenya) Limited totaling KShs 1,622,550,000.			
To Approve the conversion of Aga Khan Fund for Economic Development's (AKFED) US\$ 14,500,000 debt to equity at a conversion rate of KShs 17 per ordinary share, Disapplication of statutory pre-emption rights and removal of restriction on authorized capital.			

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

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. If a member is unable to attend personally, this Proxy Form should be completed and returned to reach the Company's share registrar, **Image Registrars Limited**, 5th Floor, Barclays Plaza, Loita Street, P.O. Box 9287, GPO 00100, Nairobi, or via email to *info@image.co.ke* to be received not later than **11:00 a.m.** on **26th June 2022** i.e. 48 hours before the meeting or any adjournment thereof.
2. In case of a member being a body corporate, 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. To be valid the form of proxy 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, Barclays Plaza, 5th Floor, Loita Street and address P.O.Box 9287-00100, Nairobi not later than 11.00 am on 26th June 2022 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 not more than 48 hours after the day of the meeting or adjourned meeting.
6. In the case of a company being a shareholder then this proxy form must be executed under its common seal or signed on its behalf by an officer of that company or an authorized attorney for that company.
7. 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.