

CONSENT TO ACT AS A NON-EXECUTIVE DIRECTOR REPRESENTING TRADING PARTICIPANTS

I _____ of P. O. Box _____
being the person in respect of whom _____ of
P.O. Box _____ has given notice of intention to propose
me as a candidate to be elected as a Non-Executive Director representing Trading Participants of the Nairobi
Securities Exchange PLC at the Annual General Meeting to be held on 9th July 2020, do hereby notify you of my
willingness to be so elected.

SIGNED this _____ day of _____ 2020.

SIGNATURE

PLEASE NOTE:

1. Article 96 of the Articles of Association of Nairobi Securities Exchange PLC provides as follows:

*"No person, other than a Director retiring at a meeting, shall be eligible for appointment as a Director at any General Meeting, **unless not less than seven (7) nor more than twenty one (21) days before the day appointed for the meeting**, there shall have been delivered to the Secretary of the Company notice in writing signed by a shareholder duly qualified to attend and vote at the meeting for which the notice has been given, of his intention to propose such person for election, and **notice in writing, signed by the person to be proposed of his willingness to be elected.**"*

2. The Articles of Association of Nairobi Securities Exchange PLC defines "Non-Executive Director", "Executive Director" and Trading Participant" as follows:

*"**Non-Executive Director**" means a Director who is not an Executive Director;*

*"**Executive Director**" means a Director who is appointed to be the holder of a full-time office of the Company pursuant to a contract of service with the Company, such office being one that entails involvement in the day to day management of the Company;*

*"**Trading Participant**" means a licensee of the CMA with Rights to Trade at the Nairobi Securities Exchange;*

3. To be valid, this Consent Form must be received by the Company Secretary; **E-mail: kwaithaka@nse.co.ke by 5.00 p.m. on Wednesday, 1st July 2020.**