



**CYTONN INVESTMENTS MANAGEMENT PLC CPU/2017/220478
CONFLICT OF INTEREST DISCLOSURE FORM
FOR BOARD MEMBERS**

Name:

Date

Position

It is the policy of CYTONN INVESTMENTS MANAGEMENT PLC 'Cytonn' to address how issues of actual, potential and perceived conflicts of interest involving Board Members of Cytonn should be identified, disclosed and managed. This form is designed to identify and disclose known conflicts in an effort to properly manage them.

PERSONAL DECLARATION

I have read the provisions on Cytonn's Conflict of Interest policy contained in the Board Charter and approved by the Board of Directors and understand that as a Board Member of Cytonn, it is my obligation to, and at all times, act in a manner which promotes the best interests of CYTONN INVESTMENT MANAGEMENT PLC and its affiliates and to avoid conflicts of interest when making decisions and taking actions on behalf of Cytonn.

As a Board Member of Cytonn I must not take undue advantage of my position, whichever the position in order to gain, directly or indirectly, a personal advantage or an advantage for any person associated with me, which might cause detriment to Cytonn. I should therefore refrain from using insider or company information for my or my associates' personal gain.

My answers to this disclosure form are correctly stated to the best of my knowledge and belief. Should a possible conflict of interest arise in my responsibilities to Cytonn, I recognise that I have the obligation to notify, based on my position, to my fellow Board members, and to abstain from any participation in the matter until the HR, Governance and Compensation Committee can determine whether a conflict exists and how that conflict shall be resolved. If any relevant changes occur in my affiliations, duties, or financial circumstances, I recognise that I have a continuing obligation to file an amended "Conflict of Interest Disclosure Form" with the Board.

I understand that the information on this form is solely for use by Cytonn Investments Management Plc and is considered confidential information. Release of this information within Cytonn Investments Management Plc shall be on a need-to-know basis only. Release to external parties will only be when required by law.

Signature

Date

Please complete the following questions, and submit this form to the Chair of the HR, Compensation and Governance Committee Chair

1. Are you or a member of your immediate family an officer, director, trustee, partner (general or limited), employee or regularly retained consultant of any company, firm or organisation that presently has business dealings with Cytonn Investments Management Plc and its affiliates or which might reasonably be expected to have business dealings with Cytonn in the coming year?

_____Yes _____No

If yes, please list the name of the company, firm or organisation, the position held, and the nature of the business which is currently being conducted with Cytonn or which may reasonably be expected to be conducted with Cytonn in the coming year:

2. Do you or does any member of your immediate family have a financial interest, direct or indirect, in a company, firm or organisation which currently has business dealings with Cytonn Investments Management Plc and its affiliates or which may reasonably be expected to have such business dealings with Cytonn in the coming year?

_____Yes _____No

If yes, please list the name of the company, firm or organisation, the nature of the interest and the name of the person holding the interest, and the nature of the business which is currently being conducted with the Company or which may reasonably be expected to be conducted with Cytonn in the coming year:

3. Do you or does any member of your immediate family have a financial or personal interest in an entity in which Cytonn Investments Management Plc has a financial or other vested interest in? _____Yes _____No

If yes, please provide details below:

4. Have you or an immediate family member accepted gifts, gratuities, lodging, dining, or entertainment that might reasonably appear to influence your judgment or actions concerning the business Cytonn Investments Management Plc? _____Yes _____No

If yes, please provide details below:

5. Do you have any other interest or role in a firm or organisation, where that interest or relationship might reasonably be expected to create an impression or suspicion among the public, having knowledge of your acts that you engaged in conduct in violation of your trust as a Board Member? _____Yes _____No

If yes, please provide details below:

Please add additional pages on other areas of Conflict of Interest as needed.

If any material changes to the responses provided on this disclosure form occur, the Board Member is required to update the information on this form in writing, and submit the update to the HR, Governance and Compensation Committee of Cytonn Investments Management Plc

Form reviewed by the Company Secretary (Signature and date):

Remedial Action(s) to be taken as provided by the HR, Governance and Compensation Committee:

The Company Secretary of Cytonn Investments Management Plc will follow-up on all recommended actions to ensure compliance.

Prepared by: Natasha Gichuki _____

Reviewed by: Patricia Wanjama _____

Approved by: Kimathi Muchiri _____

Approved by: Alex Magu _____

Approved by: Edwin H. Dande _____