

SANLAM GENERAL INSURANCE LIMITED

NOTICE IS HEREBY GIVEN that the 37th Annual General Meeting of the Company will be held in a Virtual Electronic means using a 3rd party software, Zoom, on Tuesday 29th September 2020 at 2.00 p.m. to conduct the business detailed below.

Due to ongoing Government of Kenya restrictions on public gatherings, shareholders will not be able to attend the Annual General Meeting in person but will be able to access information pertaining to the proposed business, follow the meeting in the manner detailed below and to vote electronically or by proxy. Shareholders may ask questions in advance of the meeting, as detailed below:

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1. To table the proxies and note the presence of a quorum.
 2. To read the Notice convening the meeting.
 3. To confirm the minutes of the previous Annual General Meeting held on 20th August 2019.
 4. To consider, and if approved, adopt the Balance Sheet and Accounts for the year ended 31st December 2019 together with the reports of the Directors, the Independent Auditor and the Statutory Actuary.
 5. To note that the Directors do not recommend the payment of a Dividend for the financial year ended 31 December 2019.
 6. To approve the Directors' Remuneration.
 7. To note that the auditors PricewaterhouseCoopers Limited will continue in office as the Company's auditors in accordance with Section 717 (2) of the Companies Act No.17 of 2015 and to authorise the Directors to fix their remuneration.
 8. Any Other Business.
 9. Special Business:

SPECIAL RESOLUTION

To consider and if thought fit, to pass a Special Resolution pursuant to Section 22 of the Companies Act, 2015;

That the existing Articles of Association of the Company be amended by the insertion of Article 58(a) to allow the Company to conduct Virtual General Meetings; as detailed below:

- (i) In the case of any general meeting, the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, participate and vote at the meeting.

- (ii) The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues.
- (iii) The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating by electronic means are able to: (i) participate in the business for which the meeting has been convened; and (ii) to participate reasonably effectively in the meeting.
- (iv) Where for any reason general meetings cannot be conducted practically as prescribed in these Articles of Association, the Board shall have power to employ alternative innovative means to hold general meetings and to enable members or their proxies to participate and to vote on resolutions which are required to be passed by members at general meetings.

By the Order of the Board



Emma Wachira

Group Company Secretary

Date: 31st August 2020

Notes:

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, as contemplated under Section 280 of the Companies Act 2015, for Sanlam General Insurance Limited to hold a physical Annual General Meeting (**AGM**) in the manner prescribed in its Articles of Association.
2. On 15th June 2020, the High Court of Kenya in Miscellaneous Application No. E721 of 2020, made under the provisions of Section 280 of the Companies Act, 2015 (the **Companies Act**) issued an order granting special dispensation to any company to convene and conduct a general meeting via electronic means.
3. Sanlam General Insurance Limited has convened and is conducting this virtual annual general meeting subject the above-mentioned court order.
4. A shareholder entitled to attend and vote at the meeting and who is unable to attend electronically is still entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. To be valid, a proxy form must be completed and signed by the member and must be either emailed to agm@sanlam.co.ke. or lodged at the registered office of the Company, Sanlam Tower, 12th Floor, Waiyaki Way, Nairobi, Kenya, or be posted so as to reach not later than Monday 28th September 2020 at 2.00pm.
5. Shareholders wishing to raise any prior questions or clarifications regarding the AGM may do so by:
 - a. sending their written questions or clarification by email to agm@sanlam.co.ke;
 - b. to the extent possible, physically delivering their written questions with a return email address to the registered office of the Company at Sanlam Tower, 12th Floor, Waiyaki Way, Westlands, Nairobi; or
 - c. sending their written questions with a return email address by registered post to the Company's address at P. O. Box 60656-00200 Nairobi.

Shareholders must provide their full names when submitting their questions and clarifications.

6. All questions and clarification must reach the Company on or before 25th September 2020 at 2.00 p.m.
7. The following documents may be viewed on the Company's website <https://www.sanlam.com/kenya>
 - (i) a copy of this Notice
 - (ii) a copy of the Proxy Form;
 - (iii) Minutes of the Annual General Meeting held on 20th August 2019;
 - (iv) the Company's audited Financial Statements for the year 2019; and
 - (v) a copy of the High Court Order in Miscellaneous Application No. E721 of 2020;
8. The AGM will be held online through Zoom meeting on the details below:
Join Zoom Meeting
<https://rebrand.ly/SanlamAGM>
Meeting ID: 751 721 9119
Passcode: Sanlam2020
9. The Shareholders and Proxies will receive an email, 24 hours prior to the AGM acting as a reminder of the meeting.
10. Results of the Annual General Meeting and a full list of all questions received and the answers thereto will be published on the Company's website <https://www.sanlam.com/kenya> following conclusion of the AGM.
11. Below are the instructions for the Zoom meeting;
 - A. Download the Zoom application into your electronic device before the AGM.
 - B. Please ensure that your user name is changed to reflect your name
 - C. Click on the Zoom meeting link **<https://rebrand.ly/SanlamAGM>** to join the meeting and provide the meeting ID **751 721 9119** and passcode **Sanlam2020**
 - D. Do note that the AGM proceedings may be recorded.
 - E. We recommend that shareholders mute their microphones except when speaking.
 - F. If a shareholder wishes to speak, please use the "raise hand" feature in Zoom.
 - G. Zoom voting will be used during the AGM. Please make your selection to vote for each resolution as directed by the Chairperson.
 - H. If you have any queries relating to the AGM, please email them beforehand to agm@sanlam.co.ke.