

SANLAM KENYA PLC

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY ON THURSDAY 27TH JUNE 2022 AT 11.00 AM

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

1. REPORTS AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2021

The Reports of the Chairman, Group Chief Executive, Director's, Auditor and Statutory Actuary External Auditors and the Audited Financial Statement for the year ended 31st December 2021 were received and considered.

Shareholders NJOKA, NANCY NYAMBURA proposed and MAOGA, GEOFFREY BETHUEL seconded the resolution. It was **RESOLVED THAT** the Reports of the Chairman, Group Chief Executive, Directors', Statutory Actuary, External Auditors and the Audited Financial Statements for the year ended 31st December 2021 be and are hereby approved and adopted.

2. DIVIDEND

It was noted that the Directors do not recommend the payment of Dividend for the financial year ended 31 December 2021.

3. DIRECTOR SEEKING RE-ELECTION

- a) In accordance with the Company's Articles of Association, Dr. Grace Mwai retired by rotation and offered herself for re-election, it was proposed by MAOGA, GEOFFREY BETHUEL and Seconded by GITUTHE, RICHARD MURIUKI and **RESOLVED BY MAJORITY** that she be re-elected as a Director of the Company.
- b) In accordance with the Company's Articles of Association, Mrs. Rose Agutu retired by rotation and offered herself for re-election, it was proposed by GITUMAH, JOSEPH MUTE MBWIRIA and Seconded by NGARARIGA, JAMES MWANGI and **RESOLVED BY MAJORITY** that she be re-elected as a Director of the Company.
- c) Dr Tobias Doyer who was appointed a director on 29th March 2022 retired this being the first Annual General Meeting to be held since his appointment and being eligible, offered himself for re-election, it was proposed by OTUOMA, JOHN WANGA and MBUVI, PETER KIETI and **RESOLVED BY MAJORITY** that he be re-elected a Director of the Company.

4. ELECTION OF THE AUDIT, ACTUARIAL, RISK AND COMPLIANCE COMMITTEE MEMBERS

It was proposed by KIBOR, SALLY JEPKORIR and Seconded by AWUOR, GEORGE WILLIAM and **RESOLVED BY MAJORITY** that the following Directors, being members of the Audit, Actuarial, Risk and Compliance Committee be re-elected to continue serving as members of the Committee:

- a. Freda Britz (Chair Person)
- b. Nelius Bezuidenhout
- c. Cornie Foord
- d. Rose Agutu

5. DIRECTOR'S REMUNERATION

It was proposed by OTUKE, JOSEPH AMWOMA and Seconded by MUCHIRI, DANIEL KIMOTHO and **RESOLVED BY MAJORITY** the Directors' Remuneration as shown in the Profit and Loss Account for the year ended 31 December 2021 be and is hereby approved.

6. APPOINTMENT OF AUDITORS & AUDITORS REMUNERATION

It was proposed by MBETA, APOLLO OLUBERO and Seconded by KIMANI, STEPHEN IRUNGU and **RESOLVED BY MAJORITY** that KPMG Kenya continues as the Company's Auditors in accordance with Section 721(2) of the Companies Act No. 17 of 2015 until the conclusion of the next Annual General Meeting and that the Directors be and are hereby authorised to fix their remuneration.

SANLAM KENYA PLC

POLLING RESULTS

The Board of Directors of **SANLAM KENYA PLC** is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Monday, 27th June 2022.

The Poll was conducted by Image Registrars Limited.

	RESOLUTION	APPROVED	% APPROVED	REJECTED	% REJECTED	ABSTAINED	VERDICT
1	To consider, and if approved, adopt the Balance Sheet and Accounts for the year ended 31 December 2021 together with the reports of the Chairman, the Group Chief Executive, the Directors, the Auditor and the Statutory Actuary.	112,968,831	99.9911%	10,000	0.0088%	0	PASSED
2	Dr. Grace Mwai retires by rotation in accordance with the Company's Articles of Association and offers herself up for re-election.	112,967,227	99.9911%	10,000	0.0088%	1,604	PASSED
3	Mrs. Rose Agutu retires by rotation in accordance with the Company's Articles of Association and she offers herself for re-election	112,961,418	99.9911%	10,009	0.0088%	7,404	PASSED
4	Dr. Tobias Doyer who was appointed a director on 29 th March 2022 retires this being the first Annual General Meeting to be held since his appointment and being eligible, offered himself for re-election.	112,975,631	100.0000%	0	0.0000%	3,200	PASSED
5	In accordance with the provisions of Section 769	112,975,522	99.9998%	209	0.0001%	3,100	PASSED

	of the Companies Act, 2015 the following Directors, being members of the Audit, Actuarial, Risk and Compliance Committee be elected to continue serving as members of the Committee: a) Freda Britz (Chair Person) b) Nelius Bezuidenhout c) Cornie Foord d) Rose Agutu						
6	To approve the Directors' remuneration	112,955,222	99.9904%	10,809	0.0095%	12,800	PASSED
7	To note that the auditors, KPMG Kenya as will continue in office in accordance with Section 721(2) of the Companies Act No. 17 of 2015 until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	112,967,031	100.0000%	0	0.0000%	11,800	PASSED

Appreciation

Sanlam Kenya Plc wishes to thank all shareholders who registered and participated in the Virtual Annual General Meeting of the Company.

Decision

The Resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

BY THE ORDER OF THE BOARD



CS. EMMA WACHIRA
GROUP COMPANY SECRETARY