

SANLAM KENYA PLC

**MINUTES OF THE 77TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ELECTRONICALLY ON
Wednesday 7TH JUNE 2023 AT 10.00AM**

<u>Present:</u>	Dr. John Simba	-	Chairman
	Dr Patrick Tumbo	-	Group Chief Executive Officer
	Nelius Bezuidenhout	-	Director
	Freda Britz	-	Director
	Rohan Patel	-	Director
	Cornie Foord	-	Director
	Rose Agutu	-	Director
	Grace Mwai	-	Director
	Dr. Tobias Doyer	-	Director
	Emma Wachira	-	Group Company Secretary
	Shareholders	-	350 Shareholders and 6 Proxies
	Kevin Mworira	-	Sanlam Life -Principal Officer
	George Kuria	-	Sanlam General- Principal Officer
	Alexander Mbai	-	Representing KPMG Kenya, Auditors

The Chairman welcomed the shareholders to the virtual AGM and introduced the Directors, Group Chief Executive, the Group Company Secretary and the External Auditors to the meeting.

Minute 1/2023 QUORUM

The Company Secretary tabled the proxies received representing 78.63% of the issued share capital of the Company and confirmed the presence of a quorum.

Minute 2/2023 NOTICE

The Notice convening the meeting, which had been published prior to the meeting in the local daily newspapers and the Company website on 12th May 2023 was taken as read.

Minute 3/2023 MINUTES OF THE 76TH ANNUAL GENERAL MEETING

The minutes of the Seventy Sixth Annual General Meeting held on 27th June 2022 had been made available on the website and were taken as read and approved.

Minute 4/2023 REPORTS AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31st DECEMBER 2022

The Reports of the Chairman, Group Chief Executive, Directors', Statutory Actuary and External Auditors and the Audited Financial Statements for the year ended 31st December 2022 were received and considered.

Shareholders NGUNJIRI, PETERSON NDIRANGU proposed and KIMANI,STEPHEN IRUNGU seconded the Resolution. It was **UNANIMOUSLY RESOLVED THAT** the Reports of the Chairman, Group Chief Executive, Directors', Statutory Actuary and External Auditors and the Audited Financial Statements for the year ended 31st December 2022 be and are hereby approved and adopted.

Minute 5/2023 DIVIDEND

It was noted that the Directors do not recommend the payment of Dividend for the financial year ended 31 December 2022.

Minute 6/2023 DIRECTOR SEEKING RE-ELECTION

- a) In accordance with the Company's Articles of Association, Ms Freda Britz retired by rotation and offered herself for re-election, it was proposed by ONYANGO, ISAAC OWUOR seconded GITUMAH, JOSEPH M MUTE 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, Mr Cornelius Foord retired by rotation and offered himself for re-election, it was proposed by NJOROGE,TITUS NATHANIEL NJUGUNA seconded MWANGI,VIRGINIA NYAMBURA and RESOLVED BY MAJORITY that he be re-elected as a Director of the Company.
- c) In accordance with the Company's Articles of Association, Mr Rohan Patel retired by rotation and offered himself for re-election, it was proposed by NJOKA,NANCY NYAMBURA seconded MWAURA,HANNAH WANJIRU and RESOLVED BY MAJORITY that he be re-elected as a Director of the Company.

Minute 7/2023 RE-ELECTION OF THE AUDIT, ACTUARIAL, RISK AND COMPLIANCE COMMITTEE MEMBERS

It was proposed by MWANGI, DAVID MAKUMI and Seconded by MBETA, APOLLO OLUBERO and **RESOLVED BY MAJORITY** that 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 (ChairPerson)
- b) Nelius Bezuidenhout
- d) Cornie Foord
- e) Rose Agutu
- f) Dr Tobias Doyer

Minute 8/2023 DIRECTORS' REMUNERATION

It was proposed by CHEGE, LUCY NJERI seconded by MAOGA GEOFFREY BETHUEL and unanimously **RESOLVED BY MAJORITY** that the remuneration of the Directors as shown in the Profit and Loss Account for the year ended 31 December 2022 be and is hereby approved.

Minute 9/2023 APPOINTMENT OF AUDITORS & AUDITORS REMUNERATION

It was proposed by NYAMURE, ALLAN WAITHAKA and Seconded by KANGETHE, HANNINGTON KARANJA and **RESOLVED BY MAJORITY** of shareholders that KPMG Kenya 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.

Minute 10/2023 SPECIAL BUSINESS

It was noted that no Notice was sent to the Company Secretary within 48 hours before the meeting and therefore there was no special business to be discussed.

There being no further business, the Chairman thanked the members for attending and the meeting then terminated at 11.05 am.

Signed as a correct record this..... day of.....2024

CHAIRMAN

CONFIDENTIAL DISTRIBUTION TO:

All Directors and Shareholders

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 Wednesday, 7th June 2023.

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 31st December 2022 together with the reports of the Chairman, the Group Chief Executive, the Directors, the Auditor and the Statutory Actuary	113,241,010	99.9999%	100	0.0000%	0	PASSED

2	To elect Directors: Ms Freda Britz, retires by rotation in accordance with the Company's Articles of Association and offers herself up for re-lection.	113,214,810	99.9768%	26,200	0.0231%	100	PASSED
3	Mr Cornelius Foord retires by rotation in accordance with the Company's Articles of Association and he offers himself for re-election. herself for re-election	113,213,108	99.9753%	27,902	0.0246%	100	PASSED
4	Mr Rohan Patel retires by rotation in accordance with the Company's Articles of Association and he offers himself for re-election	113,212,848	99.9761%	26,960	0.0238%	1,302	PASSED
5	In accordance with the provisions of Section 769 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.)	113,214,710	99.9766%	26,400	0.0233%	0	PASSED

	Freda Britz (Chair Person) b.) Nelius Bezuidenhout c.) Cornie Foord d.) Rose Agutu e.) Dr Tobias Doyer						
6	To approve the Directors remuneration	113,116,694	99.8958%	117,916	0.1041%	6,500	PASSED
7	To note that the auditor, KPMG Kenya 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	113,205,196	99.9726%	31,014	0.0273%	4,900	PASSED