

## SANLAM GENERAL INSURANCE LIMITED

**NOTICE IS HEREBY GIVEN** that the 38<sup>th</sup> Annual General Meeting of the Company will be held in a Virtual Electronic means using a 3<sup>rd</sup> party software, Zoom, on Friday, 4<sup>th</sup> June 2021 at 1.00 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:

---

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 29<sup>th</sup> September 2020.
4. To consider, and if approved, adopt the Balance Sheet and Accounts for the year ended 31<sup>st</sup> December 2020 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 2020.
6. To approve the Directors' Remuneration.
7. To appoint KPMG Kenya as the Company's Auditors in accordance with Section 717(1) and (5) 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.
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 deletion of Article 87 in its entirety and to be replaced by the following Article 87; as detailed below:

- a) The Chairperson of the Company must be an Independent and Non-Executive Director of the Company.
- b) The Board members shall nominate the candidates for consideration for the position of the Company's Chairperson, or seek expressions of interest from the existing Independent Non-Executive directors, and forward the Nominations to the Human Resources, Nomination and Remuneration Committee.
- c) The Human Resources, Nomination and Remuneration Committee shall evaluate and interview the candidates for the position of the Chairperson for suitability for the role. In carrying out the nomination, the Committee shall

take due consideration of the candidate's professional qualifications, independence, as well as diversity, age, skills and relevant experience in the context of the Board's requirements; as provided in the Statutory Regulations.

- d) The Human Resources, Nomination and Remuneration Committee shall recommend to the Board the most suitable candidate for appointment of the Chairperson.
- e) The Board shall vote and select the Chairperson by a majority of the Board; subject to Regulatory Approvals.
- f) The Board may decide the period for which the Chairperson should act upon appointment; subject to the remaining term of the Independent Director so appointed which should otherwise not be more than 6 years; and subject to all applicable Legislation.
- g) A Chairperson whose term in office has expired may be re-elected (provided that he/she is willing to act) but one who is no longer considered an Independent Director is not eligible for re-appointment.
- h) If the chairperson is a new Director, the Shareholders shall approve the appointment at the next Annual General Meeting.
- i) The Chairperson may be removed by a majority of the Board and as provided in Article 93 of the Articles of Association”

### By Order of the Board



**Emma Wachira**  
**Group Company Secretary**

**Date: 6<sup>th</sup> May 2021**

#### Notes:

1. Sanlam General Insurance Limited has convened and is conducting this virtual annual general meeting in line with Article 58 (a) of the Articles of Association of the Company and pursuant to Section 283 2(b(a) and Section 285 1(b(a) of the Companies Act No.17 of 2015.
2. 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](mailto:agm@sanlam.co.ke). or lodged at the registered office of the Company, Sanlam Tower, 12<sup>th</sup> Floor, Waiyaki Way, Nairobi, Kenya, or be posted so as to reach not later than Thursday, 3<sup>rd</sup> June 2021 at 1.00pm.
3. 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](mailto: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, 12<sup>th</sup> 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.
4. All questions and clarification must reach the Company on or before 31<sup>st</sup> May 2021 at 1.00 p.m.
5. 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 29<sup>th</sup> September 2020; and
  - (iv) the Company's audited Financial Statements for the year 2020.

6. The AGM will be held online through Zoom meeting on the details below:  
Join Zoom Meeting  
**https: [https://rebrand.ly/Sanlam\\_General\\_AGM\\_2021](https://rebrand.ly/Sanlam_General_AGM_2021)**  
**Meeting ID: 974 7033 9025**  
**Passcode: CD667B**
7. The Shareholders and Proxies will receive an email, 24 hours prior to the AGM acting as a reminder of the meeting.
8. 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.
9. 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 username is changed to reflect your name
  - C. Click on the Zoom meeting link [https://rebrand.ly/Sanlam\\_General\\_AGM\\_2021](https://rebrand.ly/Sanlam_General_AGM_2021) to join the meeting and provide the meeting ID **974 7033 9025** and passcode **CD667B**
  - 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](mailto:agm@sanlam.co.ke).