

SANLAM GENERAL INSURANCE LIMITED

NOTICE IS HEREBY GIVEN that the (Postponed) 40th Annual General Meeting of the Company will be held at the 15th Floor, Boardroom, Sanlam Tower and Via a Virtual Electronic means using a 3rd party software, Zoom, on Wednesday, 8th November 2023 at 2.00 p.m. to conduct the business 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 5th July 2022.
4. To consider, and if approved, adopt the Balance Sheet and Accounts for the year ended 31st December 2022 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 2022.
6. To approve the Directors' Remuneration.
7. To note that the auditors KPMG Kenya 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.

SPECIAL RESOLUTION

To consider and if found fit, to pass the following Special Resolution:

9. Increase of the nominal share capital

THAT pursuant to Article 53 of the Company's Articles of Association (the Articles) and Section 329(3) of the Companies Act, 2015, (the Act) the Nominal share capital be increased from KES 1,028,998,150.00 to KES 2,164,057,134.00 by the creation of an additional 227,011,797 ordinary shares at a par value of KES 5.00 per share for a period of up to five (5) years from the date of this special resolution; such shares to rank pari passu with regard to dividends and all other respects with the issued ordinary share capital.

By Order of the Board



Emma Wachira
Group Company Secretary

Date: 16th October 2023

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 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 7th November 2023 at 2.00 p.m.
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;
 - 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.

4. All questions and clarification must reach the Company on or before 7th November 2023 at 2.00 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 5th July 2022;
 - (iv) the Company's audited Financial Statements for the year 2022; and
 - (v) Schedule of Proposed Allotments
6. The AGM will be held online through Zoom meeting on the details below:
Join Zoom Meeting
https://rebrand.ly/SGIL_AGM_2023
Meeting ID: 834 0875 3533
Passcode: 112943
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/SGIL_AGM_2023 to join the meeting and provide the meeting ID 834 0875 3533 and passcode 112943.
 - 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.