

**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 74<sup>th</sup> Annual General Meeting of the Company will be held via electronic communication on Thursday 9<sup>th</sup> July 2020 at 11.00a.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 register for, 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 in the Notes below:

**AGENDA**

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 10<sup>th</sup> May 2019.
4. To consider, and if approved, adopt the Balance Sheet and Accounts for the year ended 31 December 2019 together with the reports of the Chairman, the Group Chief Executive, the Directors, the Auditor and the Statutory Actuary.
5. To note that the Directors do not recommend the payment of Dividend for the financial year ended 31 December 2019.
6. To elect Directors:
  - 6.1 Dr Grace Mwai who was appointed a director on 10<sup>th</sup> May 2019 retires this being the first Annual General Meeting to be held since her appointment and being eligible, offers herself for re-election.
  - 6.2 Ms Rose Agutu who was appointed a director on 10<sup>th</sup> May 2019 retires this being the first Annual General Meeting to be held since her appointment and being eligible, offers herself for re-election.
  - 6.3 Mr Julius Magabe retires by rotation in accordance with the Company's Articles of Association and he offers himself for re-election.
7. 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) Freda Britz (Chair Person)
  - b) Nelius Bezuidenhout
  - c) Julius Magabe
  - d) Cornie Foord
  - e) Rose Agutu
8. To approve the Directors' remuneration.
9. To note that the auditors, PricewaterhouseCoopers LLP 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.
10. To transact any other business with the permission of the Chair for which 48 hours' notice had been given to the Company Secretary at the registered office of the Company.

**By Order of the Board**



**Emma Wachira**  
**Group Company Secretary**  
**Date: 15<sup>th</sup> June 2020**

Note:

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 Kenya Plc to hold a physical Annual General Meeting (**AGM**) in the manner prescribed in its Articles of Association.
2. On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 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 listed on the Nairobi Securities Exchange to convene and conduct a general meeting via electronic means subject to receipt of a No Objection from the Capital Markets Authority (**CMA**).
3. Sanlam Kenya Plc has convened and is conducting this virtual annual general meeting following receipt of a No Objection from the CMA.
4. Shareholders wishing to participate in the meeting should register for the AGM by

dialling \*483\* 810# on their Safaricom mobile telephone or on their Airtel & Telkom mobile telephone and following the various prompts regarding the registration process. Shareholders will incur KES 1 on Safaricom and Telkom and KES 3 on Airtel for such registration. A Shareholder domiciled outside of Kenya can send an email to Image Registrars via HYPERLINK [info@image.co.ke](mailto:info@image.co.ke) providing their details i.e Name, Passport/ID no.and Mobile telephone number requesting to be registered. Image registrars shall register the shareholder and send them an email notification once registered.

5. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and their CDSC Account Number at hand. For assistance shareholders should dial the following helpline number: 0709 170 000 from 9:00 a.m. to 3:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.
6. Registration for the AGM opens on 16<sup>th</sup> June 2020 at 9:00 am and will close on 6<sup>th</sup> July 2020 at 4.00p.m. Shareholders will not be able to register after 6<sup>th</sup> July 2020 at 4.00 p.m.
7. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website <https://www.sanlam.com/kenya> (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year 2019; (iii) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (iv) a copy of the No Objection issued by the CMA.
8. 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 shareholder of the Company. To be valid, a proxy form, which is available from the Company's head office or the Share Registrar's offices, must be completed and signed by the shareholder or the duly authorised attorney of the shareholder and must be either emailed to [sanlamagm@image.co.ke](mailto:sanlamagm@image.co.ke) or lodged at the offices of the Company's Share Registrar's Image Registrars, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, Kenya so as to arrive not later than 11.00 a.m. on 7<sup>th</sup> July 2020. A proxy form is attached to this Notice and is available on the Company's website via this link: <https://www.sanlam.com/kenya>. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street.
9. Any person appointed as a proxy should submit his/her mobile telephone number to the Image Registrars no later than 7th July 2020 at 11.00a.m.. Any proxy registration

that is rejected will be communicated to the shareholder concerned no later than 8<sup>th</sup> July 2020 to allow time to address any issues.

10. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

- a. sending their written questions 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 to Image Registrars offices at 5<sup>th</sup> floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
- c. sending their written questions with a return email address by registered post to the Company's address at P. O. Box 10493-00100 Nairobi.

Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

11. All questions and clarification must reach the Company on or before 6<sup>th</sup> July 2020 at 4.00 p.m. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 12 hours before the start of the general meeting and responses to the common questions will also be addressed at the AGM.

12. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM.

13. Duly registered shareholders and proxies will receive a short message service (SMS) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the livestream.

14. Duly registered shareholders and proxies may follow the proceedings of the AGM using the livestream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the chairman) via the USSD prompts or on the live-stream platform.

15. Results of the AGM shall be published within 24 hours following conclusion of the AGM.