

# NOTICE OF THE 25th ANNUAL GENERAL MEETING

## To the Shareholders of Britam Holdings Plc

NOTICE IS HEREBY GIVEN THAT, in accordance with the Articles of Association of the Company, the 25th ANNUAL GENERAL MEETING of the Company will be held via electronic communication on **FRIDAY 28th MAY 2021 at 10.00 am**, to transact the following business:

- To table the proxies and note the presence of a quorum.
- To read the notice convening the meeting.
- To receive, consider and if approved, adopt the Audited Consolidated Financial Statements for the year ended 31st December 2020, together with the Chairman's, Directors' and Auditors' reports thereon.
- To note that the directors do not recommend the payment of a dividend for the financial year ended 31st December 2020.
- Rotation and Election of Directors:
  - Ms. Josephine Ossiya retires by rotation in accordance with Articles 91 and 92 of the Articles of Association of the Company and being eligible, offers herself for re-election as a director of the Company.
  - Ms. Caroline J. Kigen retires by rotation in accordance with Articles 91 and 92 of the Articles of Association of the Company and being eligible, offers herself for re-election as a director of the Company.
  - Dr. Benson I. Wairegi retires by rotation in accordance with Articles 91 and 92 of the Articles of Association of the Company and being eligible, does not offer himself for re-election as a director of the Company.
  - Mr. Tavaziva C Madzinga, who was appointed to fill a casual vacancy retires in accordance with Article 114 of the Articles of Association of the Company and being eligible, offers himself for re-election as a director of the Company.
  - Mr. Michael Turner, who was appointed to fill a casual vacancy retires in accordance with Article 114 of the Articles of Association of the Company and being eligible, offers himself for re-election as a director of the Company.
- To pass an ordinary resolution pursuant to Section 769 of the Companies Act, 2015, that the following directors being members of the Board Audit Committee be elected to continue to serve as members of the said committee: Ms. Caroline J. Kigen and Ms. Josephine Ossiya
- To receive, consider and, if deemed fit approve the Directors' Remuneration Report for the year ended 31st December 2020 and to authorise the Board to fix the remuneration of Directors.
- To re-appoint PricewaterhouseCoopers (PwC) as auditors of the Company in accordance with Sections 721 and 724 of the Companies Act 2015, and to authorise the directors to fix their remuneration.
- To consider any other business for which due notice has been received.

### By Order of the Board

**Nancy K. Kiruki**  
Company Secretary  
P. O. Box 30375 – 00100  
NAIROBI

**3rd May 2021**

### NOTES:

- Britam Holdings Plc has convened and is conducting this virtual annual general meeting in accordance with its Articles of Association.
- Any shareholder wishing to participate in the Annual General meeting (AGM) should register by dialling **\*483\*824#** for all networks and following the various prompts regarding the registration process. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance shareholders should dial the following helpline number **(+254) 709 170 000** from 9:00 a.m. to 4:00 p.m. from Monday to Friday.
- Registration for the AGM opens on Wednesday 5th May 2021 at 9:00 am and will close on Wednesday 26th May 2021 at 10:00 am. Shareholders will not be able to register after Wednesday 26th May 2021 at 10:00 a.m.
- In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website **www.britam.com** (i) a copy of this Notice, (ii) the proxy form; (iii) the Company's audited financial statements for the year 2020.

- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
  - sending their written questions by email to **agm@britam.com** ;or
  - shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialling the USSD code above and selecting the option (ask Question) on the prompts.
  - to the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at Britam Tower 28th Floor or to Image Registrars offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
  - sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 30375 GPO 00100 Nairobi.
- Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.
- All questions and clarification must reach the Company on or before Wednesday 26th May 2021 at 10:00 am.

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder on or before Thursday, 27th May 2021, at 10.00 a.m. A full list of all questions received, and the answers thereto will be published on the Company's website on or before Thursday, 27th May 2021 at 10.00 a.m.

- In accordance with Section 298(1) of the Companies Act, Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.

A proxy form is available on the Company's website via this link: **www.britam.com**. 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. A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such corporation or Government office.

- A completed form of proxy should be emailed to **info@image.co.ke** or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than Wednesday 26th May 2021 at 10.00 am.
- The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS)/USSD prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD 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. The link will be sent to registered shareholders via SMS and Email 8 hours before the meeting.
- Duly registered Shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered Shareholders and proxies may vote (when prompted by the chairman) via the USSD prompts or via the VOTE button on the livestream link.
- A poll shall be conducted for all the resolutions put forward in the notice.
- Shareholders will receive an SMS prompt with instructions, on their registered mobile phone numbers alerting them to Propose or to Second the resolutions put forward in the notice.
- Results of the voting on resolutions at the AGM shall be published within 48 hours following conclusion of the AGM, on the Company's website **www.britam.com**

We appreciate the understanding of our shareholders as we navigate the changing business conditions posed by COVID -19. We care about the health and safety of our shareholders and urge them to continue adhering to Government protocols on Covid 19.