

SANLAM KENYA PLC

SUMMARY CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| | 31 Dec 2022 KShs '000 | 31 Dec 2021 KShs '000 |
|--|--------------------------|--------------------------|
| Income | | |
| Gross earned premium | 10,193,402 | 12,042,018 |
| Outward reinsurance premium | (1,982,062) | (2,807,179) |
| Net earned premium | 8,211,340 | 9,234,839 |
| Fees and commission income | 424,570 | 575,108 |
| Investment income | 3,350,180 | 2,892,939 |
| Fair value losses | (1,015,173) | (357,100) |
| Other operating revenue | 33,476 | 73,070 |
| Total revenue | 11,004,393 | 12,418,856 |
| Claims and expenses | | |
| Net claims and policyholders benefits | (7,325,160) | (8,615,981) |
| Other operating and administrative expenses | (2,892,466) | (3,697,694) |
| Finance costs | (459,022) | (518,863) |
| Total benefits, claims and other expenses | (10,676,648) | (12,832,538) |
| Profit/ (loss) before tax | 327,745 | (413,682) |
| Income tax expense | (381,814) | (128,677) |
| Loss for the year after tax | (54,069) | (542,359) |
| Other comprehensive income; | | |
| Other comprehensive income net of tax | - | - |
| Total comprehensive income for the year | (54,069) | (542,359) |
| Loss attributable to: | | |
| Equity holders of the parent | (11,357) | (401,289) |
| Non-controlling interest | (42,712) | (141,070) |
| <i>Basic and diluted (loss)/earnings per share</i> | <i>(0.08)</i> | <i>(2.79)</i> |

SUMMARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION

| | 31 Dec 2022 KShs '000 | 31 Dec 2021 KShs '000 |
|-------------------------------------|--------------------------|--------------------------|
| ASSETS | | |
| Fixed and intangible assets | 610,627 | 670,567 |
| Investment properties | 2,472,680 | 2,459,680 |
| Financial assets | 28,957,445 | 26,181,783 |
| Reinsurance and insurance assets | 2,538,543 | 2,605,514 |
| Other assets | 911,579 | 1,059,483 |
| Cash and cash equivalents | 1,648,082 | 1,706,910 |
| TOTAL ASSETS | 37,138,956 | 34,683,937 |
| CAPITAL AND RESERVES | | |
| Issued share capital | 720,000 | 720,000 |
| Statutory fund | 1,889,702 | 1,599,677 |
| Retained earnings | (2,062,265) | (1,760,883) |
| Shareholder's funds | 547,437 | 558,794 |
| Non-controlling interests | (5,746) | 36,966 |
| TOTAL CAPITAL AND RESERVES | 541,691 | 595,760 |
| LIABILITIES | | |
| Borrowings | 4,088,010 | 3,000,000 |
| Insurance liabilities and payables | 30,663,438 | 29,395,856 |
| Other liabilities | 1,845,817 | 1,692,322 |
| TOTAL LIABILITIES | 36,597,265 | 34,088,177 |
| TOTAL EQUITY AND LIABILITIES | 37,138,956 | 34,683,937 |

SUMMARY CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| | 31 Dec 2022 KShs '000 | 31 Dec 2021 KShs '000 |
|-----------------------------------|--------------------------|--------------------------|
| Issued share capital | 720,000 | 720,000 |
| Statutory fund | 1,889,702 | 1,599,677 |
| Retained earnings | (2,062,265) | (1,760,883) |
| Non-controlling interest | (5,746) | 36,966 |
| Balance at end of the year | 541,691 | 595,760 |

SUMMARY CONSOLIDATED STATEMENT OF CASH FLOWS

| | 31 Dec 2022 KShs '000 | 31 Dec 2021 KShs '000 |
|--|--------------------------|--------------------------|
| Net cash flow used in/ generated from operations | (124,140) | 1,258,016 |
| Net cash flow used in investing activities | (515,926) | (824,382) |
| Net cash flows generated from/(used in) financing activities | 594,797 | (526,718) |
| Decrease in cash and cash equivalents | (45,269) | (93,084) |
| Effects of changes in exchange rates | (13,559) | 13,619 |
| Cash and cash equivalents at the beginning of the year | 1,706,910 | 1,786,375 |
| Cash and cash equivalents at the end of the year | 1,648,082 | 1,706,910 |

SUMMARY DIRECTORS' REMUNERATION REPORT

During the year the Group paid KShs 108,802,000 (2021: KShs 97,112,000) as director's emoluments. The summary consolidated financial statements and summary director's remuneration report are extracts from the audited Group financial statements and director's remuneration report.

A full copy of the Group financial statements including explanatory notes is available from our website www.sanlam.com/kenya. They were approved by the Board of Directors on 13 April 2023 and signed on its behalf by



Dr. JPN Simba, EGH, MBS, OGW
(Chairman)



Dr. P Tumbo, EBS
(Group Chief Executive Officer)

INDEPENDENT AUDITOR'S REPORT ON THE SUMMARY FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF SANLAM KENYA PLC

Opinion

The summary consolidated financial statements of Sanlam Kenya Plc ("the Group"), which comprise the summary consolidated statement of financial position as at 31 December 2022, and the summary consolidated statement of comprehensive income, the summary consolidated statement of changes in equity and the summary consolidated statement of cash flows for the year then ended and the summary directors' remuneration report (together "the summary financial statements"), are derived from the audited consolidated financial statements of the Group and the directors remuneration report thereon for the year ended 31 December 2022.

In our opinion, the accompanying summary financial statements are consistent, in all material respects, with the audited consolidated financial statements and directors' remuneration report as at and for the year ended 31 December 2022, in accordance with the Kenyan Companies Act, 2015 and the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002.

Summary financial statements

The summary financial statements do not contain all the disclosures required by the IFRS Standards as issued by the International Accounting Standards Board and the Kenyan Companies Act, 2015. Reading the summary financial statements and our report thereon, therefore, is not a substitute for reading the audited consolidated financial statements, the directors' remuneration report and the auditor's report thereon. The summary financial statements and the audited consolidated financial statements do not reflect the effects of events that occurred subsequent to the date of our report on the audited consolidated financial statements and directors' remuneration report.

The audited consolidated financial statements and our report thereon

We expressed an unmodified audit opinion on the audited consolidated financial statements and director's remuneration report in our report dated 13 April 2023. That report also includes the communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period.

Directors' responsibility for the summary financial statements

The directors are responsible for the preparation of the summary financial statements in accordance with the Kenyan Companies Act, 2015 and the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002.

Auditor's responsibility

Our responsibility is to express an opinion on whether the summary financial statements are consistent, in all material respects, with the audited consolidated financial statements and the directors' remuneration report thereon based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), Engagements to Report on Summary Financial Statements.

The engagement partner responsible for the engagement resulting in this independent auditor's report on the summary financial statements is CPA Dr Alexander Mbai, Practising Certificate No. P/2172.



For and on behalf of:
KPMG Kenya
Certified Public Accountants
P O Box 40612 - 00100, GPO, Nairobi
Date: 10 May 2023

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 77th Annual General Meeting of the Company will be held via electronic communication on Wednesday 7th June 2023 at 10.00am, to conduct the business detailed below:

AGENDA

- To table the proxies and note the presence of a Quorum.
- To read the Notice convening the meeting.
- To confirm the minutes of the previous Annual General Meeting held on 27th June 2022.
- 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.
- To note that the Directors do not recommend the payment of Dividend for the financial year ended 31st December 2022.
- To elect Directors:
 - Ms Freda Britz, retires by rotation in accordance with the Company's Articles of Association and offers herself up for re-election.
 - Mr Cornelius Foord retires by rotation in accordance with the Company's Articles of Association and he offers himself for re-election.
 - Mr Rohan Patel retires by rotation in accordance with the Company's Articles of Association and he offers himself for re-election.
- 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:
 - Freda Britz (Chair Person)
 - Nelius Bezuidenhout
 - Cornie Foord
 - Rose Agutu
 - Dr Tobias Doyer

8. To approve the Directors' remuneration.

9. 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.

10. To transact any other business with the permission of the Chair for which 48 hours notice had been given to the Group Company Secretary at the registered office of the Company.

By Order of the Board



Emma Wachira
Group Company Secretary
Date: 10th May 2023

Note:

1. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:

- Dialling *483*487# for all networks and follow the various prompts regarding the registration process; or
- Sending an email request to be registered to sanlamagm@image.co.ke; or
- Shareholders with email addresses will receive a registration link via email through which they can use to register. 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 (whether in Kenya or outside) should dial the following helpline number: (+254) 709 170 000 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.

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: +254 709 170 000 from 9:00 a.m. to 4:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.

2. Registration for the AGM opens on 15th May 2023 at 9:00 a.m and will close on 5th June 2023 at 10.00a.m. Shareholders will not be able to register after 5th June 2023 at 10.00a.m.

3. 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 ended 2022.

The reports may also be accessed upon request by dialling the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.

4. 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 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 10.00am on 5th June 2023. 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.

5. Any person appointed as a proxy should submit his/her mobile telephone number to the Image Registrars no later than 5th June 2023 at 10.00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 6th June 2023 at 10.00am to allow time to address any issues.

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

- sending their written questions by email to agm@sanlam.co.ke;
- 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; or
- to the extent possible, physically delivering their written questions with a return email address to the registered office of the Company at Sanlam Tower, 15th Floor, Waiyaki Way, Westlands, Nairobi, or to Image Registrars offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
- 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.

7. All questions and clarification received by the Company by Monday, 5th June 2023 at 5:00 pm will be responded to by the directors of the company by 7th June 2023. A full list of all questions received and the answers thereto will be published on the Company's website before the commencement of the General Meeting. Some of the questions will also be answered during the meeting.

8. 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.

9. 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.

10. Duly registered shareholders and proxies may follow the proceedings of the AGM using the livestream platform and may access the agenda, ask a question, propose and second resolutions and vote via the VOTE tab on the livestream link. Duly registered shareholders and proxies may vote via the USSD prompts as well as through the vote tab on the livestream link.

11. Results of the AGM shall be published on the Company's website <https://www.sanlam.com/kenya> within 24 hours following conclusion of the AGM

12. Shareholders are encouraged to continuously monitor the Company's website <https://www.sanlam.com/kenya> for any updates relating to the AGM.



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