

SANLAM KENYA PLC

**SUMMARY OF THE RESOLUTIONS PASSED AT THE 75TH ANNUAL GENERAL MEETING OF THE
COMPANY HELD VIRTUALLY ON THURSDAY 3RD JUNE 2021 AT 12.00 PM**

The meeting being quorate, the shareholders Resolved as follows:

ORDINARY RESOLUTIONS

1. REPORTS AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2020

The Reports of the Chairman, Group Chief Executive, Directors', Statutory Actuary and External Auditors and the Audited Financial Statements for the year ended 31st December 2020 were received and considered.

Shareholders KIMANI, TOM MWANIKI proposed and KIMANI, STEPHEN IRUNGU seconded the Resolution. It was **UNANIMOUSLY RESOLVED THAT** the Reports of the Chairman, Group Chief Executive, Directors', Statutory Actuary and External Auditors and the Audited Financial Statements for the year ended 31st December 2020 be and are hereby approved and adopted.

2. DIVIDEND

It was noted that the Directors do not recommend the payment of Dividend for the financial year ended 31 December 2020.

3. DIRECTOR SEEKING RE-ELECTION

- a) In accordance with the Company's Articles of Association, Ms Freda Britz retired by rotation and offered herself for re-election, it was proposed by OERI, THOMAS BARONGO seconded CHAMI, ALOIS WAFULA and RESOLVED BY MAJORITY that she be re-elected as a Director of the Company.
- b) In accordance with the Company's Articles of Association, Mr Cornelius Foord retired by rotation and offered himself for re-election, it was proposed by KITUA, BENJAMIN MUTINDA seconded MUCHIRI, DANIEL KIMOTHO and RESOLVED BY MAJORITY that he be re-elected as a Director of the Company.
- c) In accordance with the Company's Articles of Association, Mr Rohan Patel retired by rotation and offered himself for re-election, it was proposed by MWANIKI, STEPHEN seconded by KIBOR, SALLY JEPKORIR and RESOLVED BY MAJORITY that he be re-elected as a Director of the Company.

4. ELECTION OF THE AUDIT, ACTUARIAL, RISK AND COMPLIANCE COMMITTEE MEMBERS

It was proposed by CHAMI, ALOIS WAFULA and Seconded by MAOGA, GEOFFREY BETHUEL and **RESOLVED BY MAJORITY** that 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

5. DIRECTORS' REMUNERATION

It was proposed by MUCHIRI, DANIEL KIMOTHO seconded by ODHIAMBO, SOLOMON and unanimously **RESOLVED BY MAJORITY** that the remuneration of the Directors as shown in the Profit and Loss Account for the year ended 31 December 2020 be and is hereby approved.

6. APPOINTMENT OF AUDITORS & AUDITORS REMUNERATION

It was proposed by ODHIAMBO, SOLOMON and Seconded by GITUMAH, JOSEPH MUTE MBWIRIA and **RESOLVED BY MAJORITY** of shareholders that KPMG Kenya be and are hereby appointed as the Company's Auditors 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 the Directors be authorized to fix their remuneration.

SANLAM KENYA PLC

POLLING RESULTS

The Board of Directors of **SANLAM KENYA Plc** is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Thursday, 3rd June 2021.

The Poll was conducted by Image Registrars Limited and scrutineered by PwC

| | RESOLUTION | Voted In Favour | % In Favour | Votes Against | % Against | Abstained | Verdict |
|----------|--|------------------------|--------------------|----------------------|------------------|------------------|----------------|
| 1 | To consider, and if approved, adopt the Balance Sheet and Accounts for the year ended 31 December 2020 together with the reports of the Chairman, the Group Chief Executive, the Directors', the External Auditors and the Statutory Actuary | 82,945,399 | 100.0000% | 0 | 0.0000% | 0 | PASSED |
| 2 | Ms. Freda Britz, retires by rotation in accordance with the Company's Articles of Association and offers herself up for re-election | 82,873,749 | 99.9148% | 70,650 | 0.0851% | 1,000 | PASSED |
| 3 | Mr. Cornelius Foord retires by rotation in accordance with the Company's Articles of Association and he offers himself for re-election | 82,927,799 | 99.9801% | 16,500 | 0.0198% | 1,100 | PASSED |

| | | | | | | | |
|---|--|------------|----------|--------|---------|-------|---------------|
| 4 | Mr. Rohan Patel retires by rotation in accordance with the Company's Articles of Association and he offers himself for re-election. | 82,944,199 | 99.9997% | 200 | 0.0002% | 1,000 | PASSED |
| 5 | 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 | 82,864,399 | 99.9036% | 79,900 | 0.0963% | 1,100 | PASSED |
| 6 | To approve the Directors' remuneration | 82,938,798 | 99.9996% | 300 | 0.0003% | 6,301 | PASSED |
| 7 | To appoint KPMG Kenya as the Company's Auditors 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 | 82,944,949 | 99.9994% | 450 | 0.0005% | 0 | PASSED |

Appreciation

Sanlam Kenya Plc wishes to thank all shareholders who registered and participated in the virtual Annual General Meeting of the Company.

Decision

The Resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

Vote Assessment

The above results were reviewed and verified on 3rd June 2021 by PwC Kenya, the AGM Independent Vote Scrutineer; as per the annexed report.

BY THE ORDER OF THE BOARD



**CS. EMMA WACHIRA
GROUP COMPANY SECRETARY**