

NOTICE OF ANNUAL GENERAL MEETING OF THE CIC INSURANCE GROUP PLC

NOTICE IS HEREBY GIVEN that the Forty Second (42nd) Annual General Meeting of the shareholders of the **CIC INSURANCE GROUP PLC** will be held via electronic means, on **Tuesday 29th June 2021 at 10.00am** to transact the business as set out below.

AGENDA

Constitution of the Meeting

1. The Company Secretary to read the notice convening the meeting and determine if a quorum is present.

Ordinary Business

2. To receive, consider and if thought fit, adopt the Annual Report and Financial Statements for the year ended 31st December 2020 together with the Directors' and Auditors Reports thereon.

3. To note that the Directors do not recommend the payment of a dividend for the year ended 31st December 2020.

4. Rotation, Election and Retirement of Directors.

a. Appointment of Director:

Mr. Julius Mwatu being a Director appointed by the Board on 1st April 2021 to fill a casual vacancy in accordance with Article 132 of the Company's Articles of Association retires and being eligible offers himself for election.

b. Rotation of Director:

Ms. Jyoti Patel retires by rotation in accordance with Article 127 of the Company's Articles of Association, and although eligible does not offer herself for re-election.

c. Retirement of Director:

To note the retirement of Mr. Japheth Magomere who has served his full tenure.

5. Board Audit Committee

In accordance with the provisions of section 769 (1) of the Companies Act 2015, the following Directors, being members of the Audit Committee of the Board, be elected to continue serving as members of the said Committee:

- Julius Mwatu
- Judith Oluoch
- Mr. Peter Nyigoi

6. Remuneration of Directors.

To approve the Directors Remuneration and the report thereof for the year ended 31st December 2020.

7. Appointment of Auditors. Appointment of Messrs. PriceWaterhouseCoopers, Certified Public Accountants.

To receive, consider and if thought fit appoint Messrs. PriceWaterhouseCoopers, Certified Public Accountants, having expressed their willingness to continue in office as auditors of the company in accordance with section 721 (2) of the Companies Act. No 17 of 2015 and to authorize Directors to fix their remuneration.

8. Special Business.

To consider and, if thought fit, pass the following resolution as a special resolution:

a. Changes to the Company's Articles of Association

THAT the Articles of Association of the Company be amended in the manner set out in the amended Articles of Association available on the Company's website, www.cic.co.ke and also made available at the meeting, the rationale being to align the Articles of Association to the various legislative changes.

9. Any Other Business.

To transact any other business for which due notice has been received.

Dated at Nairobi this 31st day of May 2021

By Order of the Board,

GAIL ODONGO

GROUP COMPANY SECRETARY AND CHIEF LEGAL OFFICER

NOTES:

1. In accordance with the provisions of section 3 of the Companies, Act, 2015 as amended vide the Business Laws (Amendment) (No. 2) Act, 2021, the Forty Second Annual General Meeting (AGM) of CIC Group Holdings PLC ("the Company") will be held virtually on Tuesday 29th June 2021 at 10.00am.

2. Shareholders wishing to participate in the meeting should register for the AGM by *483*809# for all networks and follow 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 (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. A Shareholder domiciled outside of Kenya can send an email to Image Registrars via CICGROUPAGM@image.co.ke.

3. Registration for the AGM opens on 25th day of June, 2020 at 9:00 am and will close on Saturday 26th June, 2021 at 5.00 pm.

4. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website www.cic.co.ke (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year 2020; (iii) Copy of the Amended Articles of Association.

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

- sending their written questions by email to CICGROUP@image.co.ke
- shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialing 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 Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, 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 58485-00200 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 Monday 28th June, 2021 at 11:00 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 no later than 12 hours before the start of the general meeting. 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.

6. 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. A proxy form is available on the Company's website via this link: <http://www.cic.co.ke>. 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 appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to CICGROUPAGM@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 Sunday 27 June, 2021 at 10:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Monday 28th June, 2021 at 10.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 28th June, 2021 to allow time to address any issues.

7. 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 and providing a link to the live stream.

8. 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.

9. A poll shall be conducted for all the resolutions put forward in the notice.

10. Results of the AGM shall be published on the Company's website within 24 hours following conclusion of the Annual General Meetings.

CIC INSURANCE GROUP PLC.

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