

NOTICE OF ANNUAL GENERAL MEETING OF THE CIC INSURANCE GROUP PLC

NOTICE IS HEREBY GIVEN that the Forty Fourth (44th) Annual General Meeting of the shareholders of **The CIC INSURANCE GROUP PLC** will be held via electronic means, on **Friday 5th May 2023 at 10.00am** to transact the business as set out below.

AGENDA

Constitution of the Meeting

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

Ordinary Business

- To receive, consider and if thought fit, adopt the Annual Report and Financial Statements for the year ended 31st December 2022 together with the Directors' and Auditors Reports thereon.

- To declare a first and final dividend of Kshs 0.13 per share in respect of the year ended 31st December 2022, to be paid on or before 26th May 2023, to shareholders appearing on the Register of Members at the close of business on 8th May 2023. The register will remain closed for one day on 9th May 2023 for the preparation of dividend warrants.

4. Rotation, Election and Retirement of Directors.

a. Appointment of Director:

Sharon Kisire being a Director appointed by the Board on 5th September 2022 to fill a casual vacancy in accordance with Article 132 of the Company's Articles of Association retires, and this being the first Annual General Meeting to be held since her appointment and being eligible offers herself for election.

b. Rotation of Director:

Dr. Nelson Kuria retires by rotation in accordance with Article 127 of the Company's Articles of Association, and being eligible offers himself for re-election.

c. Rotation of Director:

James Njue retires by rotation in accordance with Article 127 of the Company's Articles of Association, and being eligible offers himself for re-election.

d. Rotation of Director:

Michael Wambia retires by rotation in accordance with Article 127 of the Company's Articles of Association, and being eligible offers himself for re-election.

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
- Peter Nyigeti
- Rogers Kinoti

6. Remuneration of Directors.

To approve the Directors Remuneration and the report thereof for the year ended 31st December 2022 and to authorize the directors to fix their remuneration for the year ending 31st December 2023.

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

To receive, consider and if thought fit appoint Messrs. PriceWaterhouseCoopers LLP, 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.

Special Business

As ordinary resolutions

8. Director above the Age of 70 Years

That Pursuant to paragraph 2.5.1 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, the shareholders approve the continuation in office of Peter Nyigeti, who has attained the age of seventy (70), until he next comes up for retirement by rotation.

9. Sale of CIC Insurance Group Plc Kiambu Land L.R No. 28800/1022.

a. THAT the sale of L.R No. 28800/1022 measuring approximately two hundred (200) acres situated in Kiambu County be and is hereby approved.

b. THAT the Board of Directors of the Company be and is hereby authorized to do all such things as may be necessary to give effect to the above resolution and any actions of any officer of the Company, in carrying out the terms and intentions of these resolution, whether taken prior to or subsequent to the passing of the aforementioned resolution, be and they are hereby in all respects ratified, confirmed and approved as the authorized actions of the Company.

10. Any Other Business.

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

Dated at Nairobi this 12th day of April 2023

By Order of the Board,

**GAIL ODONGO
GROUP COMPANY SECRETARY**

NOTES:

- In accordance with the Articles of Association and the Companies, Act, 2015, the Forty Fourth Annual General Meeting (AGM) of the CIC Insurance Group PLC ("the Company") will be held virtually on Friday 5th May 2023 at 10.00am.

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

- Dialing * 483* 905# for all networks and follow the various prompts regarding the registration process; or
- Sending an email request to be registered to CICGROUPAGM@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) 709 170 015 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.

- Registration for the AGM opens on 12th April 2023 at 9:00 am and will close on 3rd May 2023 at 5.00 pm.

- 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 2022.

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

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

- sending their written questions by email to CICGROUPAGM@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, 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 Thursday 4th May, 2023 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 no later than 12 hours before the start of the general meeting.

- 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, Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than Wednesday 3rd May, 2023 at 10:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Wednesday 3rd May 2023 at 10.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 4th May, 2023 to allow time to address any issues.

- 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.

- 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.

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

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