

PROXY FORM

THE COMPANY SECRETARY,
CIC INSURANCE GROUP PLC
CIC PLAZA, MARA ROAD, UPPERHILL NAIROBI,
P. O. BOX 59485 - 00200
NAIROBI, KENYA

I/WE _____

of _____

Being a shareholder of **CIC Insurance Group Plc** hereby appoint the Chairman of the Meeting or (*see notes 3 and 5*) _____ (*Name of proxy*) in respect of my _____ (*Number of shares*). Please indicate here if you are appointing more than one proxy _____ (*see note 5*) as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held electronically on 5th May, 2023 at 10.00 am and at any adjournment thereof.

Signed this _____ day of _____, 2023

Signature(s)

I/WE direct my/our proxy to vote on the following resolutions as I/WE have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or withhold his or her vote at his or her discretion and I/WE authorize my/our proxy to vote (or withhold his or her vote) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

PROXY FORM *(continued)*

Please clearly mark the box below to instruct your proxy how to vote

RESOLUTION	FOR	AGAINST	WITHHELD
Approval of the Report and Financial Statements for the Year ended 31st December, 2022			
Declaration of a first and final dividend of Kshs. 0.13 per share for the year ended 31st December 2022			
Board Appointment /Rotation of Directors			
Board Appointment			
Appointment of Mrs. Sharon Kisire as a Director of the Group.			
Board Rotation of Director			
1. Director Dr. Nelson Kuria			
2. Director James Njue			
3. Director Michael Wambia			
Board Audit Committee			
Election of the following Directors, as members of the Audit Committee of the Board. a. Julius Mwatu b. Peter Nyigei c. Judith Oluoch			
Approval of the Directors' Remuneration Report for the year ended 31st December 2022.			
Appointment of Messrs. PriceWaterhouseCoopers , Certified Public Accountants, as the Auditors of the Company and authorize Directors to fix their remuneration.			
Special Business			
As ordinary resolutions			
Continuation in office of Peter Nyigei who has attained the age of seventy (70) until he next comes up for retirement by rotation.			
Approval of sale of CIC Insurance Group Plc land L.R No. 28800/1022 measuring approximately two hundred (200) acres situate in Kiambu County			
Approval and ratification of all actions of the Board of Directors of the Company 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 in all respects ratified, confirmed and approved as the authorized actions of the Company.			

PROXY FORM *(continued)*

ELECTRONIC COMMUNICATIONS PREFERENCE FORM

Please complete in BLOCK CAPITALS

Full name of member(s): _____

Address: _____

CDSC No (if known) _____ (This can be found on your CDSC Statement)

Mobile Number:

Date: _____

Signature: _____

Please tick **ONE** of the boxes below and return to Image Registrars at P.O. Box 9287-00100 Nairobi, 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street:

Approval of Registration

I/WE approve to register to participate in the virtual Annual General Meeting to be held on 5th May, 2023.

Consent for use of the Mobile Number provided

I/WE would give my/our consent for the use of the mobile number provided for purposes of voting at the AGM

Notes:

1. If a member is unable to attend personally, this Proxy Form should be completed and returned to reach the Company's share registrar, **Image Registrars Limited**, 5th Floor, Barclays Plaza, Loita Street, P.O. Box 9287, GPO 00100, Nairobi, or via email to **CICGROUPAGM@image.co.ke** to arrive not later than **10:00 a.m. on 3rd May, 2023** i.e. 48 hours before the meeting or any adjournment thereof.
2. In case of a member being a corporate body, the Proxy Form must be under its common seal or under the hand of an officer or duly authorized attorney of such corporate body.
3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words "the Chairman of the Meeting or" and insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company
4. Completion and submission of the form of proxy will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
5. To be valid the form of proxy should be completed, signed and delivered (together with a power of attorney or other authority (if any) under which it is assigned or a notarized certified copy of such power or authority) to Image Registrars, Barclays Plaza, 5th Floor, Loita Street and address P.O.Box 9287-00100 Nairobi not later than 10.00 am on 3rd May 2023 or, in the case of a poll taken subsequent to the date of the meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 48 hours after the day of the meeting or adjourned meeting.
6. In the case of a company being a shareholder then this proxy form must be executed under its common seal or signed on its behalf by an officer of that company or an authorized attorney for that company.
7. A "vote withheld" option has been included on the form of proxy. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.