

PROXY FORM

THE GROUP 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 7th June, 2024 at 10.00 am and at any adjournment thereof.

Signed this _____ day of _____, 2024

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 Annual Report and Financial Statements for the Year ended 31st December, 2023			
Declaration of a first and final dividend of Kshs. 0.13 per share for the year ended 31st December 2023			
Board Appointment /Rotation of Directors			
Board Appointment Appointment of Mrs. Lydia Rono as an Independent Non-Executive Director of the Group.			
Board Rotation of Director Rotation of Director Julius Mwatu in accordance with Article 127 of the Company's Articles of Association.			
Pursuant to paragraph 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, approve the continuation in office of Mr. Nelson Kuria, who as at the date of this meeting will have attained the age of seventy (70), until he next comes up for retirement by rotation.			
Board Audit Committee Election of the following Directors, as members of the Audit Committee of the Board. a. Julius Mwatu b. Rogers Kinoti c. Johnson Kegohi			
Approval of the Directors' Remuneration Report for the year ended 31st December 2023, and authorize directors to fix their remuneration for the year ending 31st December 2024.			
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			
a. Approval of the following resolutions. i. THAT the incorporation and establishment of CIC Microinsurance Limited as a wholly-owned subsidiary of CIC Insurance Group Plc, having such authorized, issued and paid up capital as the Board may determine from time to time, be and is hereby ratified, confirmed and approved.			
ii. THAT subject to making applications for and obtaining all necessary consents, approvals, authorizations and permissions, the incorporation and establishment of CIC Pharmacy Limited (or such other names as may be approved) as a wholly-owned subsidiary of CIC Insurance Group Plc having such authorized, issued and paid up capital as the Board may determine from time to time, be and is hereby ratified, confirmed and approved.			

PROXY FORM *(Continued)*

<p>iii. THAT subject to making applications for and obtaining all necessary consents, approvals, authorizations and permissions, the incorporation and establishment of CIC Asset Management (Uganda) Ltd (or such other names as may be approved) as a wholly-owned subsidiary of CIC Africa (Uganda) Ltd (a subsidiary of CIC Insurance Group Plc) having such authorized, issued and paid up capital as the Board may determine from time to time, be and is hereby ratified, confirmed and approved.</p>			
<p>iv. THAT the Board of Directors of the Company be and is hereby mandated to take all actions, to prepare all documents and to do all such things as may be necessary to give effect to the above resolutions. Take all actions, to prepare all documents and to do all such things as may be necessary to give effect to the above resolutions</p>			



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 7th June, 2024.

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

PROXY FORM *(Continued)*

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 **5th June, 2024** 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 5th June 2024 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.