

# NOTICE OF ANNUAL GENERAL MEETING CIC INSURANCE GROUP PLC



**NOTICE IS HEREBY GIVEN** that the Forty Fifth (45th) Annual General Meeting of the shareholders of the **CIC INSURANCE GROUP PLC** ("the Company") will be held via electronic means, on Friday 7th June 2024 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 2023 together with the Directors' and Auditors Reports thereon.
3. The Board of Directors recommend payment of a first and final dividend for the year 2023 of Kshs. 0.13 per ordinary share held (2022: Kshs. 0.13) to be paid on or about 8th July 2024 to the shareholders registered on the Group's register at the close of business on 4th June 2024. The register will remain closed for one day on 5th June 2024 for the preparation of dividend warrants.

### 4. Election, Rotation and Retirement of Directors.

#### a. Appointment of Director:

Lydia Rono being an Independent Non-Executive Director appointed by the Board on 16th June 2023 to fill a casual vacancy in accordance with Article 132 of the Company's Articles of Association retires and being eligible offers herself for election.

#### b. Rotation of Director:

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

- c. That Pursuant to paragraph 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, the shareholders 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.

- d. To note the retirement of Mr. Peter Nyigei having served his full tenure as a Non-Executive Director.

### 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:

- a. Julius Mwatu
- b. Rogers Kinoti
- c. Johnson Kegohi

### 6. Directors Remuneration Report

To approve the Directors Remuneration Report thereof for the year ended 31st December 2023 and to authorize the directors to fix their remuneration for the year ending 31st December 2024.

### 7. Appointment of Messrs. PricewaterhouseCoopers LLP, 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.

## Special Business

### 8. As ordinary resolutions

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

#### a. Establishment of Subsidiaries.

- 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.

- 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.

- 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.

### 9. Any Other Business.

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

**Dated at Nairobi this 15th day of May 2024**

**By Order of the Board,**

**GAIL ODONGO  
GROUP COMPANY SECRETARY**

## NOTES:

1. In accordance with the Articles of Association and the Companies, Act, 2015, the Forty Fifth Annual General Meeting (AGM) of the CIC Insurance Group PLC ("the Company") will be held virtually on Friday 7th June 2024 at 10.00am.
2. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
  - i. Dialing \*483\*484# for all networks and follow the various prompts regarding the registration process; or
  - ii. Sending an email request to be registered to [cicgroupagm@image.co.ke](mailto:cicgroupagm@image.co.ke); or
  - iii. 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) 709 170 041/0709 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](mailto:cicgroupagm@image.co.ke).

3. Registration for the AGM opens on 16th May 2024 at 9:00 am and will close on 5th June 2024 at 10.00 am.
4. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website <https://www.cicinsurancegroup.com/> (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 31st December 2023.

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.

5. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
  - a. sending their written questions by email to [cicgroupagm@image.co.ke](mailto:cicgroupagm@image.co.ke)
  - b. 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, Absa Towers, 5th Floor (formerly Barclays plaza), Loita Street, Nairobi, or
  - d. 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 6th June, 2024 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, Absa Towers, 5th Floor (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](mailto: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 5th June, 2024 at 10:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 5th June 2024 at 10.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 6th June, 2024 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. The 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

THE BOARD OF DIRECTORS OF CIC INSURANCE GROUP PLC ARE PLEASED TO ANNOUNCE THE AUDITED RESULTS FOR THE YEAR ENDED 31 DECEMBER 2023



## SUMMARY CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	2023 Ksh'000	2022 *Restated Ksh'000
Insurance revenue	25,400,902	20,734,133
Insurance service expenses	(22,549,800)	(18,605,534)
Net expenses from reinsurance contracts held	(2,062,875)	(2,682,477)
<b>Insurance service result</b>	<b>788,227</b>	<b>(553,878)</b>
Investment return	2,930,838	2,561,063
Net finance expenses from insurance contracts	(888,294)	(925,991)
Net finance income from reinsurance contracts held	152,482	129,722
<b>Net investment result</b>	<b>2,195,026</b>	<b>1,764,794</b>
Revenue from asset management services	1,163,775	1,129,791
Other net gains	368,997	223,534
Other operating expenses	(1,451,175)	(1,305,269)
<b>Operating profit</b>	<b>3,064,850</b>	<b>1,258,972</b>
Other finance costs	(517,822)	(440,305)
Share of (loss)/profit of associates, net of tax	(3,035)	4,670
<b>Profit before income tax</b>	<b>2,543,993</b>	<b>823,337</b>
Income tax expense	(1,102,178)	(666,200)
<b>Profit for the year</b>	<b>1,441,815</b>	<b>157,137</b>
Other comprehensive loss for the year (net of tax)	(856,122)	(451,840)
<b>Total comprehensive income/(loss) for the year</b>	<b>585,693</b>	<b>(294,703)</b>
<b>Basic and diluted earnings per share (Kshs)</b>	<b>0.57</b>	<b>0.06</b>

## SUMMARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	31 December 2023 Ksh'000	31 December 2022 *Restated Ksh'000	1 January 2022 *Restated Ksh'000
<b>Assets</b>			
Property and equipment and intangibles	1,444,268	1,272,901	1,237,478
Investment properties	7,834,198	7,761,640	7,477,939
Financial investment assets	34,153,723	28,044,367	23,057,454
Other assets	2,851,094	2,255,782	2,084,313
Reinsurance contract assets	3,733,993	3,727,821	4,964,076
Cash and bank balances	281,765	416,570	221,989
<b>Total assets</b>	<b>50,299,041</b>	<b>43,479,081</b>	<b>39,043,249</b>
<b>Equity</b>			
Share capital	2,615,578	2,615,578	2,615,578
Share premium	162,179	162,179	162,179
Retained earnings and other reserves	4,915,060	4,625,813	4,907,075
Non controlling interest	(80,639)	(32,085)	(18,644)
<b>Total equity</b>	<b>7,612,178</b>	<b>7,371,485</b>	<b>7,666,188</b>
<b>Liabilities</b>			
Borrowings	5,081,164	4,571,600	4,363,600
Insurance contract liabilities	34,227,277	29,036,112	24,645,041
Investment contract liabilities	141,273	137,021	132,724
Other payables	3,237,149	2,362,863	2,235,696
<b>Total liabilities</b>	<b>42,686,863</b>	<b>36,107,596</b>	<b>31,377,061</b>
<b>Total equity and liabilities</b>	<b>50,299,041</b>	<b>43,479,081</b>	<b>39,043,249</b>

## SUMMARY CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital KShs'000	Share Premium KShs'000	Other Reserves KShs'000	Total Equity KShs'000
<b>At 1 January 2023</b>	<b>2,615,578</b>	<b>162,179</b>	<b>4,593,728</b>	<b>7,371,485</b>
Profit for the year	-	-	1,441,815	1,441,815
Other comprehensive loss	-	-	(856,122)	(856,122)
Dividends paid to shareholders	-	-	(345,000)	(345,000)
<b>At 31 December 2023</b>	<b>2,615,578</b>	<b>162,179</b>	<b>4,834,421</b>	<b>7,612,178</b>
<b>At 1 January 2022 (previously reported)</b>	<b>2,615,578</b>	<b>162,179</b>	<b>5,206,374</b>	<b>7,984,131</b>
Impact of adoption of IFRS 17	-	-	(607,622)	(607,622)
Prior year adjustment**	-	-	289,679	289,679
<b>At 1 January 2022 (*Restated)</b>	<b>2,615,578</b>	<b>162,179</b>	<b>4,888,431</b>	<b>7,666,188</b>
Profit for the year	-	-	157,137	157,137
Other comprehensive loss	-	-	(451,840)	(451,840)
<b>At 31 December 2022 (*Restated)</b>	<b>2,615,578</b>	<b>162,179</b>	<b>4,593,728</b>	<b>7,371,485</b>

\* Restated - the audited financial statements are based on the new accounting standard - IFRS 17, Insurance Contracts, which has been adopted by the Group as of 1 January 2023. Comparative periods have been restated to reflect the application of the new accounting standard.  
\*\* Prior year adjustment relates to correction of an overstatement of unit linked claims expenses and liabilities recognised for 2022 and prior years.

## SUMMARY CONSOLIDATED STATEMENT OF CASHFLOWS

	2023 Ksh'000	2022 *Restated Ksh'000
Net cash generated from operating activities	1,722,780	402,473
Net cash used in investing activities	(275,486)	(72,669)
Net cash used in financing investments	(400,163)	(53,429)
Effect of foreign exchange translations	14,729	(115,271)
Cash and cash equivalents at 1 January	3,803,964	3,642,860
<b>Cash and cash equivalents as at end of the period</b>	<b>4,865,824</b>	<b>3,803,964</b>

## SUMMARY DIRECTORS' REMUNERATION REPORT

The directors' remuneration for the year was 2023: Ksh 116,638,000 (2022: Ksh 98,334,000)

## INDEPENDENT AUDITOR'S REPORT ON THE SUMMARY FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF THE CIC INSURANCE GROUP PLC

### Opinion

We have audited the summary financial statements of The CIC Insurance Group Plc, which comprise the summary consolidated statement of financial position at 31 December 2023 and the summary consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended which are derived from the audited financial statements of The CIC Insurance Group Plc and its subsidiaries (together, the "Group") for the year ended 31 December 2023. The Group's financial statements are prepared in accordance with IFRS Accounting Standards and the Companies Act, 2015.

In our opinion the accompanying summary financial statements are consistent, in all material respects, with the audited financial statements of the Group which are prepared in accordance with IFRS Accounting Standards and the Companies Act, 2015.

The summary directors' remuneration report is derived from the directors' remuneration report for the year ended 31 December 2023.

### Summary financial statements and directors' remuneration report

The summary financial statements do not contain all the disclosures required by IFRS Accounting Standards and in the manner required by the Companies Act, 2015. In addition, the summary directors' remuneration report does not contain all the disclosures required by the Companies (General) (Amendment) (No. 2) Regulations, 2017.

Reading the summary financial statements, the summary directors' remuneration report and the auditor's report thereon, therefore, is not a substitute for reading the audited financial statements, the directors' remuneration report and the auditor's report thereon. The summary financial statements, the summary directors' remuneration report and the audited financial statements do not reflect the effects of events that occurred subsequent to the date of our report on the audited financial statements.

### The audited financial statements and our report thereon

We expressed an unqualified audit opinion on the audited financial statements in our audit report dated 13 May 2024 and also confirmed that the auditable part of the directors' remuneration report was prepared in accordance with the Companies Act, 2015. That audit report also includes the communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period.

### Directors' responsibility for the summary financial statements

The directors are responsible for the preparation of the summary financial statements and the summary directors' remuneration report in accordance with the IFRS Accounting Standards and Companies Act, 2015.

### Auditor's responsibility

Our responsibility is to express an opinion on whether the summary financial statements and the summary directors' remuneration report are consistent, in all material respects, with the audited financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), *Engagements to report on summary financial statements*.

### CPA Bernice Kimacia, Practicing Certificate Number 1457 Engagement partner responsible for the audit

For and on behalf of PricewaterhouseCoopers LLP  
Certified Public Accountants  
Nairobi  
14 May 2024

### KEY AUDIT MATTERS

- Adoption of IFRS 17 and restatement of comparatives.
- Valuation of insurance contract liabilities.

### DIVIDENDS

The directors recommend payment of dividends for the year 2023 of KShs 345 million (2022: KShs 345 million).

### MESSAGE FROM THE DIRECTORS

The above summary consolidated statement of profit or loss and other comprehensive income, summary consolidated statement of financial position, summary consolidated statement of changes in equity and summary consolidated statement of cashflows and summary directors' remuneration report are extracts from the group financial statements.

A full set of these financial statements will be available at our registered office at CIC Plaza II, Mara Road, Upper Hill and online at <https://www.cicinsurancegroup.com/>

The financial statements were approved by the board of directors on 13th May 2024 and signed on its behalf by:

Dr. Nelson Kuria, MBS, OGW  
Group Chairman

Patrick Nyaga  
Group Chief Executive Officer

Julius Mwatu  
Director