

# NOTICE OF ANNUAL GENERAL MEETING CIC INSURANCE GROUP PLC



**NOTICE IS HEREBY GIVEN** that the Forty Seventh (47<sup>th</sup>) Annual General Meeting of the shareholders of the **CIC INSURANCE GROUP PLC** ("the Company") will be held via electronic means, on Friday 8<sup>th</sup> May 2026 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 31<sup>st</sup> December 2025 together with the Directors' and Auditors Reports thereon.

3. To declare a first and final dividend of Kshs 0.13 per share in respect of the year ended 31<sup>st</sup> December 2025, to be paid on or before 9<sup>th</sup> June 2026, to shareholders appearing on the Register of Members at the close of business on 23<sup>rd</sup> April 2026. The register will remain closed for one day on 24<sup>th</sup> April 2026 for the preparation of dividend warrants.

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

#### a) Appointment of Director

Agnes Gathaiya being an Independent Non-Executive Director appointed by the Board on 18<sup>th</sup> August 2025 in accordance with Article 132 of the Company's Articles of Association and being eligible the director offers herself for election.

#### b) 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.

#### c) 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.

#### d) Rotation of Director:

Sharon Kisire 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
- Rogers Kinoti
- Johnson Kegohi
- Sharon Kisire

### 6. Directors Remuneration Report

To approve the Directors Remuneration Report thereof for the year ended 31<sup>st</sup> December 2025 and to authorize the directors to fix their remuneration for the year ending 31<sup>st</sup> December 2026.

### 7. 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

Ratification of Allotment of 53,587 Additional Bonus Shares Arising from Fractional Entitlements

a) To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

#### Authorizing Resolution

**I. THAT** pursuant to Section 329 of the Companies Act, No. 17 of 2015, and Article 52 of the Articles of Association of the Company, the allotment of 53,587 additional ordinary shares (having an aggregate nominal value of Kenya Shillings Fifty-Three Thousand Five Hundred and Eighty-Seven (KShs. 53,587)) arising from the application of the bonus share ratio approved at the Annual General Meeting held on 9<sup>th</sup> May 2025 and allotted to the shareholders entitled thereto, be and is hereby ratified, confirmed, and approved. The said allotment arose from consolidation and adjustment of fractional entitlements (at the then prevailing market price), and which allotment was approved by the Board of Directors at its meeting held on 11<sup>th</sup> June 2025.

**II. THAT** the said 53,587 additional ordinary shares rank **pari passu** in all respects with the existing ordinary shares of the Company, and that the actions of the Board of Directors in implementing the aforesaid allotment be and are hereby authorised, confirmed, and ratified in all respects.

#### 9. Any Other Business.

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

**Dated at Nairobi this 14<sup>th</sup> day of April 2026**

**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 Seventh Annual General Meeting (AGM) of the CIC Insurance Group PLC ("the Company") will be held virtually on Friday 8<sup>th</sup> May 2026 at 10.00am.
  - We have partnered with Image Registrars Limited to facilitate the virtual AGM. Image Registrars Limited is duly registered as a Data Processor & Data Controller in line with the Data Protection Act 2019, and we have explicitly instructed them to use shareholders' personal data solely for purposes of the AGM, including but not limited to sending AGM related communication through text messages and emails.
  - Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
    - Dialing \*483\*180# for all networks in Kenya, and follow the various prompts regarding the registration process; or
    - Sending an email request to be registered to [cicgroupagm@image.co.ke](mailto: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) 709 170 041/0709 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).
  - Registration for the AGM opens on 14<sup>th</sup> April 2026 at 9:00 am and will close on 6<sup>th</sup> May 2026 at 10.00 am.
  - 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](http://www.cic.co.ke) (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 31<sup>st</sup> December 2025. 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: a) sending their written questions by email to [cicgroupagm@image.co.ke](mailto: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, Absa Towers, 5th Floor (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 Thursday 7<sup>th</sup> May, 2026 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.
- 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 5<sup>th</sup> May, 2026 at 10:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 5<sup>th</sup> May 2026 at 10.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 5<sup>th</sup> May, 2026 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.