

SANLAM KENYA PLC

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 78th Annual General Meeting of the Company will be held via electronic communication on Wednesday 26 June 2024 at 11.00am. to conduct the business detailed below:

AGENDA

1. To table the proxies and note the presence of a Quorum.
2. To read the Notice convening the meeting.
3. To confirm the minutes of the previous Annual General Meeting held on 7 June 2023.
4. To consider, and if approved, adopt the Balance Sheet and Accounts for the year ended 31 December 2023 together with the reports of the Chairman, the Group Chief Executive, the Directors, the Auditor and the Statutory Actuary.
5. To note that the Directors do not recommend the payment of Dividend for the financial year ended 31 December 2023.
6. To elect Directors:
 - 6.1 Ms Rose Agutu retires by rotation in accordance with the Company's Articles of Association and offers herself up for re-election.
 - 6.2 Mr Nelius Bezuidenhout retires by rotation in accordance with the Company's Articles of Association and he offers himself for re-election.
 - 6.3 Mr Amine El Kernighi who was appointed a director on 13 March 2024 retires this being the first Annual General Meeting to be held since his appointment and being eligible, offers himself for re-election.
7. In accordance with the provisions of Section 769 of the Companies Act, 2015 the following Directors, being members of the Audit, Actuarial, Risk and Compliance Committee be elected to continue serving as members of the Committee:
 - a) Freda Britz (Chair Person)
 - b) Nelius Bezuidenhout
 - c) Cornie Foord
 - d) Rose Agutu
 - e) Amine El Kernighi

8. To approve the Directors' remuneration.
9. To note that the auditors, KPMG Kenya as will continue in office in accordance with Section 721(2) of the Companies Act No. 17 of 2015 until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
10. To transact any other business with the permission of the Chair for which 48 hours notice had been given to the Group Company Secretary at the registered office of the Company.

By Order of the Board

Emma Wachira
Group Company Secretary
Date: 30 May 2024

Note:

1. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - i. Dialling *483*250# for all networks and follow the various prompts regarding the registration process; or
 - ii. Sending an email request to be registered to sanlamagm@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) 709 170 000 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.

In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and their CDSC Account Number at hand. For assistance shareholders should dial the following helpline number: +254 709 170 000 from 9:00 a.m. to 4:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.

2. Registration for the AGM opens on 3 June 2024 at 9:00 a.m. and will close on 24 June 2024 at 11.00a.m. Shareholders will not be able to register after 24 June 2023 at

11.00a.m.

3. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website <https://www.sanlam.com/kenya> (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 2023.

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

4. A shareholder entitled to attend and vote at the meeting and who is unable to attend electronically is still entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a shareholder of the Company. To be valid, a proxy form, which is available from the Company's head office or the Share Registrar's offices, must be completed and signed by the shareholder or the duly authorised attorney of the shareholder and must be either emailed to sanlamagm@image.co.ke or lodged at the offices of the Company's Share Registrar's Image Registrars, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, Kenya so as to arrive not later than 11.00am on 24 June 2024. A proxy form is attached to this Notice [and is available on the Company's website via this link: <https://www.sanlam.com/kenya> 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.
5. Any person appointed as a proxy should submit his/her mobile telephone number to the Image Registrars no later than 24 June 2024 at 11.00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 25 June 2023 at 11.00am to allow time to address any issues.
6. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - a. sending their written questions by email to agm@sanlam.co.ke;
 - b. shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialling the USSD code above and selecting the option (ask Question) on the prompts; or
 - c. to the extent possible, physically delivering their written questions with a return email address to the registered office of the Company at Sanlam Tower, 15th Floor, Waiyaki Way, Westlands, Nairobi, or to Image Registrars offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
 - d. sending their written questions with a return email address by registered post to the Company's address at P. O. Box 10493-00100 Nairobi.

Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

7. All questions and clarification received by the Company by **Monday, 24 June 2024** at 5:00 pm will be responded to by the directors of the company by 26 June 2024. A full list of all questions received and the answers thereto will be published on the

Company's website before the commencement of the General Meeting. Some of the questions will also be answered during the meeting.

8. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM.
9. Duly registered shareholders and proxies will receive a short message service (SMS) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS 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 livestream.
10. Duly registered shareholders and proxies may follow the proceedings of the AGM using the livestream platform and may access the agenda, ask a question, propose and second resolutions and vote via the VOTE tab on the livestream link. Duly registered shareholders and proxies may vote via the USSD prompts as well as through the vote tab on the livestream link.
11. Results of the AGM shall be published on the Company's website <https://www.sanlam.com/kenya> within 24 hours following conclusion of the AGM
12. Shareholders are encouraged to continuously monitor the Company's website <https://www.sanlam.com/kenya> for any updates relating to the AGM.