

To: The Share Registrars
 Image Registrars Limited
 5th Floor, Absa Towers (formerly Barclays Plaza),
 P.O. Box 9287- 00100
 NAIROBI

PROXY FORM

I/We..... of

being member/members of **SANLAM KENYA PLC** hereby appoint

 of..... or failing
 him/her the Chairman of the meeting of as/ our proxy, to vote for me/ us and on my/ our behalf
 at the Extra-Ordinary General Meeting of the company to be held on Wednesday 11th December
 2024 and at any adjournment thereof.

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 authorise 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.

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

	RESOLUTIONS	FOR	AGAINST	WITHHELD
1	THAT the authorised share capital of the Company be and is hereby increased by a maximum of Kenya Shillings three billion, seven hundred and twenty million (KES 3,720,000,000/-) from Kenya Shillings two billion (KES 2,000,000,000/-) divided into four hundred million (400,000,000) ordinary shares with a nominal value of Kenya Shillings five (KES 5.00/-) each to a maximum of Kenya Shillings five billion, seven hundred and twenty million (KES 5,720,000,000/-) divided into one billion, one hundred and forty four million (1,144,000,000) ordinary shares with a nominal value of Kenya Shillings five (KES 5.00/-) each by the creation of up to seven hundred and forty four million (744,000,000) ordinary shares with a nominal			

	value of Kenya Shillings five (KES 5.00/-) each ranking <i>pari passu</i> in all respects with the existing ordinary shares in the capital of the Company.			
2	THAT in accordance with Section 329 of the Companies Act, 2015, the directors be and are hereby authorised and granted the power to carry out a rights issue and to allot and issue up to one billion (1,000,000,000) ordinary shares with a nominal value of Kenya Shillings (KES 5.00/-) each to the holders of the issued ordinary shares in the Company registered at the close of business on such date and at such price and on such terms and conditions as the directors may determine (prorata to their existing shares), subject to any required regulatory approvals, provided that this authority shall, unless renewed, varied or revoked by the Company, expire five (5) years from the effective date of these resolutions.			
3	THAT the directors be and are hereby authorised to issue and allot any shares not taken up in the rights issue under an underwriting arrangement(s) with such an underwriter(s) and on such terms as may be determined and approved by the directors, provided that such shares may not be offered to third parties on more favourable terms than they were offered to existing shareholders.			
4	THAT the directors be and are hereby authorised to list all such shares upon issue on the Main Investment Market Segment of the Nairobi Securities Exchange.			
5	THAT the directors be empowered to do all such things as may be necessary to give effect to the above resolutions and to deal with fractions of shares in such a manner as they think fit subject to the Articles of Association of the Company.			

.....
Please complete the below:

Full Name:.....

Address:.....

CDSC A/C No (This can be found in your CDSC Statement):

Mobile Number (of the proxy holder):

Signed this day of 2024

Notes:

1. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the EGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company but, if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.
2. This 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.
3. 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) sanlamagm@image.co.ke or delivered to Registered Office of the Company or posted to the Group Company Secretary P.O. Box 10493 – 00100 Nairobi, or to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 11.00am on 9th December 2024.
4. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 9th December 2024 at 11.00am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 10th December 2024 at 11.00am to allow time to address any issues.
5. 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.
6. 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.

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.