

# KENYA REINSURANCE CORPORATION LTD

## NOTICE OF THE 2018 ANNUAL GENERAL MEETING

Notice is hereby given that the **20<sup>th</sup> ANNUAL GENERAL MEETING OF KENYA REINSURANCE CORPORATION LIMITED** will be held at the **Bomas of Kenya, Langata Road, Nairobi, on Thursday, 21<sup>st</sup> June 2018 at 11.00 a.m.** when the following business will be transacted, namely:

### AGENDA

1. Constitution of the Meeting - To read the notice convening the Meeting and determine if a quorum is present.
2. To receive, consider and, if approved, adopt the Corporation's audited Financial Statements for the year ended 31<sup>st</sup> December 2017 together with the Chairman's, Directors' and Auditors' Reports thereon.
3. To approve payment of a first and final dividend of **KShs0.85** per share for the financial year ended 31<sup>st</sup> December 2017 to the shareholders registered in our books as at 21<sup>st</sup> June 2018 on or about **3<sup>rd</sup> August 2018**, as recommended by the Board, and approve the closure of the Register of Members on **22<sup>nd</sup> June 2018**.
4. Election of Directors:

In accordance with Article 110 of the Corporation's Articles of Association, the following Directors retire by rotation and, being eligible, offer themselves for re-election:

- i. **Mr. Felix Okatch,**
- ii. **Mrs. Jennifer Karina,**
- iii. **The Cabinet Secretary, National Treasury, Mr. Henry Rotich**

5. To note and approve the Directors' remuneration report for the period ended 31<sup>st</sup> December 2017.
6. Auditors  
To note that the audit of the Corporation's books of accounts will continue to be undertaken by the Auditor-General or an audit firm appointed by him in accordance with Section 14 of the State Corporations Act and Section 23 of the Public Audit Act 2015.
7. To authorise the Directors to fix the remuneration of the Auditors.
8. To authorise the Directors to appoint members of the Audit Committee of the Board.
9. To transact any other business in respect of which due notice has been received.

### By Order of the Board

**Charles N. Kariuki**  
**Corporation Secretary,**

Kenya Reinsurance Corporation Limited  
Reinsurance Plaza, 15<sup>th</sup> Floor, Taifa Road  
P.O. Box 30271-00100  
Nairobi

### NOTES:

1. *A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company. To be valid, the form of proxy attached to this Annual Report or downloaded from the Corporation's website ([www.kenyare.co.ke](http://www.kenyare.co.ke)), must be duly completed and signed by the member and lodged at the registered offices of the Corporation's Share Registrars, **M/s. Image Registrars Limited, Barclays Plaza, 5<sup>th</sup> Floor, Loita Street, and of P.O. Box 9287 - 00100 GPO, Nairobi** or to be posted to the mail address, so as to reach **M/s. Image Registrars Limited, not later than 19<sup>th</sup> June 2018 at 11.00 a.m.***
2. *Any member may by notice duly signed by him or her and delivered to the Corporation Secretary on the above address, not less than seven (7) days and not more than twenty one (21) days before the date appointed for the Annual General Meeting give notice of his intention to propose any other person for election to the Board, such notice to be accompanied by a notice signed by the person proposed of his or her willingness to be elected. The proposed person need not be a member of the Company.*
3. *Copies of the Corporation's complete Memorandum and Articles of Association are available for inspection on the Corporation's website ([www.kenyare.co.ke](http://www.kenyare.co.ke)) and also at the Company's Registered Offices - 15<sup>th</sup> Floor, Reinsurance Plaza, Taifa Road, Nairobi.*