

KENYA REINSURANCE CORPORATION LIMITED

RESOLUTIONS PASSED AT THE 23RD ANNUAL GENERAL MEETING OF THE COMPANY HELD VIA ELECTRONIC MEANS ON WEDNESDAY 30TH JUNE, 2021 AT 11.00 AM.

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

1. REPORT AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2020

The Report of the Director's and the Audited Financial Statement for the year ended 31st December 2020 were received and considered.

The Chairman invited questions from Shareholders on the Financial Statements. Shareholders asked questions to, which the Chairman the Managing Director and the Financial Director responded.

Ngugi, Catherine Njeri proposed and Kokwaro, Dina Margaret seconded the resolution. It was **UNANIMOUSLY RESOLVED THAT** the Directors Report and the Financial Statements for the year ended 31st December 2020, as audited and reported by the company's Auditors now submitted to the meeting be and is hereby approved and adopted.

2. DECLARATION OF A FINAL DIVIDEND

It was proposed by Ngugi, Frasier Muthoni and seconded by Kyalo, Thomas Muli and **UNANIMOUSLY RESOLVED THAT** the payment of first and final dividends of Ksh 0.20 per share for the financial year ended 31st Dec 2020 will be made to shareholders on register in our books as at 30th June 2021. To be paid on or about 13th August 2021.

3. DIRECTORS ELECTION

The following members were duly elected to join the Board following the resolution of the shareholders dated 30th June 2021.

POSITION	CANDIDATE	VOTES GARNERED
1	Cabinet Secretary National Treasury	1,757,090,034
2	David M Mutuku	1,697,314,235
3	James IKirika	1,682,602,948

4. DIRECTOR'S REMUNERATION

It was proposed by Miriti, Dismas Mwititi and seconded by Sili, Jackson Musili and **RESOLVED BY MAJORITY** of shareholders that the remuneration of Directors and the Directors' Remuneration Report for the year ended 31st December 2020 be and is hereby approved.

5. RE-APPOINTMENT OF AUDITORS

It was proposed by Mudachi, Evans Anaya and Seconded by Were, Jane Akello and **RESOLVED BY MAJORITY** of shareholders 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.

6. AUDITOR'S REMUNERATION

It was proposed by Mr. Ahindukha, Jacinta Biteti and Seconded by Ouma, Margaret Nyongesa and **RESOLVED BY MAJORITY** of shareholders to authorize Directors to fix the remuneration of the Auditors.

7. APPOINTMENT OF AUDIT COMMITTEE MEMBERS

It was proposed By Muthike, Joseph Njamumo and Seconded by Maoga, Geoffrey Bethuel and **RESOLVED BY MAJORITY** of shareholders to authorize Directors to appoint members of the Audit Committee of the Board.