

KENYA REINSURANCE CORPORATION LIMITED.

SPECIAL GENERAL MEETING

POLLING RESULTS

The Board of Directors of KENYA REINSURANCE CORPORATION LIMITED is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Special General Meeting held on Wednesday, 11th January 2026.

The Poll was conducted by Image Registrars.

No	RESOLUTION	Voted In Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
1	<p>To consider and, if thought fit, to pass the following Special Resolutions. To provide for fair representation of both the majority and minority shareholders in the Board in line with best corporate governance practices and provisions of relevant laws, the Articles of Association be amended as follows:</p> <p>A) SHARES Insert new Articles after Article 8 as follows:- 8A The ordinary shares of Kenya Shillings 2.50 each shall constitute two classes of shares categorized as follows:</p> <p>(i) Class A shares: ordinary shares held by shareholders of the company other than those shares held by the Cabinet Secretary to the National Treasury of Kenya.</p> <p>(ii) Class B shares: ordinary shares held by the Cabinet Secretary to the National Treasury on behalf of the Government of Kenya. 8B</p>	3,607,259, 285	99.9972%	97,856	0.0027%	15,554	PASSED

<p>The holders of Class A and B shares shall have the same rights and privileges except with respect to nomination and election of directors. 8C Subject to complying with the provisions of these Articles and statutory requirements:</p> <p>(i) Holders of Class A shares will be entitled to elect three (3) directors to the Board;</p> <p>(ii) Holders of Class B shares will be entitled to elect five (5) directors to the Board. B) DIRECTORS Amend Article 89 to reduce the maximum number of directors from 11 to 9 and insert the following articles immediately after:</p> <p>89A The Board shall comprise of such independent, executive, and non executive Directors as shall be required from time to time under the Companies Act and other relevant laws of Kenya. At all times, at least one third of the Directors shall be independent non-executive Directors. 89B Directors shall hold office for a period of three (3) years and shall be eligible for re-appointment for a further and final term of three (3) years. C) POWERS AND DUTIES OF DIRECTORS Amend article 100 on appointment of Managing Director to read as follows:</p> <p>100 The Directors shall be responsible for the</p>						
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<p>recruitment, appointment and removal of the Managing Director for a term of three years, renewable once and on such terms and with such powers, and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way, and partly in another), as they may think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. The Managing Director shall not be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors. D)</p> <p>DISQUALIFICATION OF DIRECTORS Amend Article 109 to read as follows:- 109 The office of the Director shall be vacated if the Director: (a) Ceases to be or is prohibited from being a Director by virtue of any provision of the Act; or (b) Ceases or is prohibited from being a Director by virtue of the provisions of any law; or (c) Becomes bankrupt; or (d) Becomes incapable by reason of mental disorder of exercising his functions as Director; or (e) Resigns his office by notice in writing to the Company; or (f) Is absent, without the previous sanction of the</p>						
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<p>Directors, from 3 consecutive meetings of the Directors held during such period and the Directors resolve that his office be vacated accordingly. Amend Article 112 to read as follows: - 112 A retiring Director shall be eligible for re-election provided they fulfill the eligibility criteria outlined in these Articles, the Act and any other applicable law. Amend Article 114 to read as follows: 114 No person, other than a Director retiring at the meeting, shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any General Meeting unless, not less than fourteen nor more than Twenty-one days before the day of appointed for the meeting, there shall have been delivered to the Secretary notice in writing signed by a member duly qualified to attend and vote at the meeting for which notice has been given, of his intention to propose such person for election and notice in writing, signed by the person to be proposed, of his willingness to be elected. Insert the following criteria for nomination to the board immediately after Article 114A A person nominated for the position of an independent director</p>						
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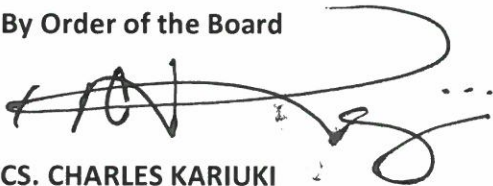
<p>shall meet the following qualification criteria: i. demonstrable expertise and experience in finance, accounting, auditing, risk management, economics, law, engineering, or corporate governance; ii. not less than 10 years professional experience, five of which shall be in senior management level; iii. be a member in good standing of a recognized professional body, where applicable; iv. has not served as an employee of the Company or related parties in the preceding five (5) years; v. Is not an adviser or consultant of the Company; vi. Is not affiliated with a significant customer or supplier; vii. Has no personal service contract with the Company, its related parties or senior management; viii. Is not affiliated to an organization that receives significant funding from the Company; ix. Has not in the preceding 5 years been affiliated to or employed by an auditor of the Company; x. Has not in the preceding 5 years been affiliated to a political party; and xi. meets the requirements of Chapter Six of the Constitution of Kenya.</p>						
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DECISION

The resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

The Board of Directors wish to thank all the 30,286 shareholders who registered and participated in the just concluded SGM.

By Order of the Board



CS. CHARLES KARIUKI
CORPORATION SECRETARY

11th February 2026

