SANLAM ALLIANZ HOLDINGS (KENYA) PLC

MINUTES OF THE 80TH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT SANLAMALLIANZ TOWERS 15TH FLOOR WAIYAKI WAY WESTLANDS AND ELECTRONICALLY ON THURSDAY 4TH JUNE 2026 AT 11.00AM

Present:	Dr. John Simba	-	Chairman
	Dr Patrick Tumbo	-	Group Chief Executive Officer
	Rohan Patel	-	Director and Representing Aksaya Investments
	Dr Martin Oduor-Otieno	-	Director
	Freda Britz	-	Director
	Cornelius Foord	-	Director
	Mugove Nyimo	-	Director
	Emma Wachira	-	Group Company Secretary
	Moses Mutuli	-	Proxy for Hubris Holdings Limited
	Shareholders	-	599 Shareholders and Proxies
In Attendance:	Robert Dommisse	-	CEO SanlamAllianz
	Fredrick Njoroge	-	Chief Finance Officer SanlamAllianz Life
	Maurice Gachuhi	-	Representing KPMG Kenya, Auditors
	Jacqueline Karasha	-	CEO SanlamAllianz Life

The Chairman welcomed the shareholders to the virtual AGM and introduced the Directors, Group Chief Executive, the Group Company Secretary and the External Auditors to the meeting.

Minute 1/2026 QUORUM

The Company Secretary tabled the proxies received representing 78.18% of the issued share capital of the Company and confirmed the presence of a quorum.

Minute 2/2026 NOTICE

The Notice convening the meeting, which had been published prior to the meeting in the local daily newspapers and the Company website on 22nd April 2026 was taken as read.

Minute 3/2026 MINUTES OF THE 80TH ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING

The minutes of the Seventy Ninth Annual General Meeting and Extra-Ordinary General Meeting held on 27th June 2025 and 9th October 2025 respectively had been made available on the website and were taken as read and approved.

Minute 4/2026 REPORTS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

The Reports of the Chairman, Group Chief Executive, Directors', Statutory Actuary and External Auditors and the Audited Financial Statements for the year ended 31st December 2025 were received and considered.

It was proposed by Gatuguta Esther Nyambura seconded by Ogur Florence Sylvia and **UNANIMOUSLY RESOLVED THAT** the Reports of the Chairman, Group Chief Executive, Directors', Statutory Actuary, External Auditors and the Audited Financial Statements for the year ended 31st December 2025 be and are hereby approved and adopted.

Minute 5/2026 DIVIDEND

It was noted that the Directors do not recommend the payment of Dividend for the financial year ended 31 December 2026.

Minute 6/2026 DIRECTOR SEEKING RE-ELECTION

The retirement and re-election of Directors proposals were tabled to the meeting for voting.

a) Mr Mugove Nyimo who was appointed a director on 20th August 2025 retired this being the first Annual General Meeting to be held since his appointment and being eligible, offered himself for re-election, it was proposed by Muriuki Antony Muchiri seconded by Gitumah Joseph M Mute and Resolved by Majority that he be re-elected as a Director of the Company.

b) Dr Martin Oduor-Otieno who was appointed a director on 17th November 2025 retired this being the first Annual General Meeting to be held since his appointment and being eligible, offered himself for re-election, it was proposed by Oludhe David Oduor seconded by Kioko Paul Wambua and Unanimously Resolved that he be re-elected as a Director of the Company.

c) In accordance with the Company's Articles of Association, Cornelius Foord retired by rotation and offered himself for re-election, it was proposed Addikah Francis Patrick Nyegenye seconded by Kiganga Lilian Karegi and Resolved by Majority that he be re-elected as a Director of the Company.

Minute 7/2026 RE-ELECTION OF THE AUDIT, ACTUARIAL, RISK AND COMPLIANCE COMMITTEE MEMBERS

It was proposed by Mwangi Francis Kung'u and Seconded by Awuor Odiyo Onyango and Resolved by Majority that 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 (ChairPerson)
b) Mugove Nyimo
d) Cornie Foord
e) Rose Agutu

Minute 8/2026 DIRECTORS' REMUNERATION

It was proposed by Waweru Alexander Mutune seconded by Masaba Emmanuel Fenswa and unanimously Resolved by Majority that the remuneration of the Directors as shown in the Profit and Loss Account for the year ended 31 December 2025 be and is hereby approved.

Minute 9/2026 AUDITORS REMUNERATION

It was proposed by Gitumah Joseph Mute and Seconded by Barasa Joseph Otieno and Resolved by Majority that KPMG Kenya, who have served as the Company's external auditors since 3rd June 2021, 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.

Minute 10/2026 SPECIAL BUSINESS

It was noted that no Notice had been sent to the Company Secretary within 48 hours before the meeting and therefore there was no special business to be discussed.

The Chairman made his closing remarks and appreciated the shareholders for their support over the years.

There being no further business, the meeting then terminated at 12.30pm.

Signed as a correct record this……………….……………...day of………………………………..202

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CHAIRMAN

CONFIDENTIAL DISTRIBUTION TO:
All Directors and Shareholders

SANLAM ALLIANZ HOLDINGS (KENYA) PLC

ANNUAL GENERAL MEETING

POLLING RESULTS

The Board of Directors of Sanlam Allianz Holdings (Kenya) Plc is pleased to announce the voting results for the Resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Thursday, 4th June 2026 at 11.00 a.m.

The Poll was conducted by Image Registrars Limited.

No	RESOLUTION	Voted In Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
1	To consider, and if approved, adopt the Balance Sheet and Accounts for the year ended 31st December 2025 together with the reports of the Chairman, the Group Chief Executive, the Directors, the Auditor and the Statutory Actuary.	497,517,978	99.9999%	100	0.0000%	0	**PASSED**
2	To elect Director: (i) Mr Mugove Nyimo who was appointed a director on 20th August 2025 retires this being the first Annual General Meeting to be held since his appointment and being eligible, offers himself for re-election.	497,406,485	99.9778%	110,200	0.0221%	1,393	**PASSED**
3	To elect Director: (ii) Dr Martin Oduor-Otieno who was appointed a director on 17th November 2025 retires this being the first Annual General Meeting to be held since his appointment and being eligible, offers himself for re-election	497,516,675	100.0000%	0	0.0000%	1,403	**PASSED**

4	To elect Directors: (iii) Mr Cornelius Foord retires by rotation in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.	497,516,575	99.9999%	110	0.0000%	1,393	**PASSED**
5	In accordance with the provisions of Section 769 of the Companies Act, 2015 the following Director, being member of the Audit, Actuarial, Risk and Compliance Committee be elected to continue serving as member of the Committee: (i) Freda Britz (Chair Person).	497,516,485	99.9999%	200	0.0000%	1,393	**PASSED**
6	In accordance with the provisions of Section 769 of the Companies Act, 2015 the following Director, being member of the Audit, Actuarial, Risk and Compliance Committee be elected to continue serving as member of the Committee: (ii) Mugove Nyimo.	497,513,145	99.9993%	3,440	0.0006%	1,493	**PASSED**
7	In accordance with the provisions of Section 769 of the Companies Act, 2015 the following Director, being member of the Audit, Actuarial, Risk and Compliance Committee be elected to continue serving as member of the Committee: (iii) Cornelius Foord	497,516,585	99.9999%	100	0.0000%	1,393	**PASSED**
8	In accordance with the provisions of Section 769 of the Companies Act, 2015 the following Director, being member of the Audit, Actuarial, Risk and Compliance Committee be elected to continue serving as member of the Committee: (iv) Rose Agutu	497,516,485	99.9999%	200	0.0000%	1,393	**PASSED**
9	To approve Directors remuneration for the year ended 31st December 2025.	497,511,295	99.9990%	4,781	0.0009%	2,002	**PASSED**

10	To note that KPMG Kenya, who have served as the Company's external auditors since 3rd June 2021, 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 authorize the Directors to fix their remuneration.	497,517,916	99.9999%	110	0.0000%	52	**PASSED**

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 599 shareholders who registered and participated in the just concluded Annual General Meeting of the Sanlam Allianz Holdings (Kenya) Plc.

By Order of the Board

Emma Wachira
Group Company Secretary

4th June 2026