



**THE CIC INSURANCE GROUP PLC**  
Incorporated in Kenya under the Companies Act, 2015  
(Registration Number C.22/2010)

**THE 42<sup>nd</sup> CIC INSURANCE GROUP AGM  
RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY ON  
TUESDAY 29TH JUNE 2021 AT 10.00 AM**

The meeting being quorate, the shareholders resolved as follows:

**ORDINARY RESOLUTIONS**

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

The Reports of the Directors', Auditors' and the Audited Financial Statement for the year ended 31st December 2020 were received and considered.

Shareholders GLADYS WANGECHI proposed and seconded by FRANCIS AJEGA; ADWENYA, ALEX NGUNGI and **UNANIMOUSLY RESOLVED** by majority.

**2. DIRECTOR & COMMITTEE MEMBERS SEEKING RE-ELECTION**

a. It was unanimously proposed by ALICE OTENYO and Seconded by AUGUSTINE MUCHONJI; ANGUNGU, FRANCIS

AJEGA and **RESOLVED BY MAJORITY** for re-election of Mr. Julius Mwatu.

b. It was unanimously proposed by ABSALOM ONEYA and Seconded by HILDA MWENDE; ANGUNGU, FRANCIS AJEGA and **RESOLVED BY MAJORITY** that the following Directors, being members of the Board Audit Committee be elected to continue serving as members of the Committee:

- Mr. Julius Mwatu
- Ms. Judith Oluoch
- Mr. Peter Nyigei

**3. DIRECTOR'S REMUNERATION REPORT**

It was proposed by AUGUSTINE MUCHONJI; ANGUNGU, FRANCIS AJEGA and Seconded by ROBERT NDUATI and **RESOLVED BY MAJORITY** of shareholders to approve the Directors' Remuneration Report for the year ended 31 December 2020.

**4. APPOINTMENT OF AUDITORS & FIX AUDITORS REMUNERATION**

It was proposed by FRANCIS AJEGA; ADWENYA, ALEX NGUNGI and Seconded by DINA MARGARET and **RESOLVED BY MAJORITY** of shareholders appointment of Messrs. Pricewaterhouse Coopers Certified Public Accountants continue in office as the Company's Auditors in accordance with section 721(2) of the Kenyan Companies Act 2015 and to authorise the Directors to fix their remuneration

**SPECIAL BUSINESS**

**5. AS A SPECIAL RESOLUTION:**

It was proposed by ROBERT NDUATI and seconded by JAMES KINGORI and **RESOLVED BY MAJORITY** " THAT the Articles of Association of the Company be amended in the manner set out in the amended Articles of Association.

**POLLING RESULTS**

The Board of Directors of CIC Insurance Group are pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Tuesday, 29th June 2021.

|   | <b>RESOLUTION</b>  | <b>Voted In Favour</b> | <b>% In Favour</b> | <b>Votes Against</b> | <b>% Against</b> | <b>Abstained</b> | <b>Verdict</b> |
|---|--|------------------------|--------------------|----------------------|------------------|------------------|----------------|
| 1 | To receive, consider and if though fit, adopt the Annual Report and Financial Statements for the year ended 31st December 2020 together with the Directors' and Auditors Reports thereon   | 1,993,452,303          | 99.9804%           | 390,200              | 0.0195%          | 4,678,033        | PASSED         |
| 2 | Mr. Julius Mwatu being a Director appointed by the board on 1st April 2021 to fill a casual vacancy in accordance with Article 132 of the Company's Articles of Association retires and being eligible offers himself for election   | 1,993,281,971          | 99.9775%           | 447,420              | 0.0224%          | 4,791,145        | PASSED         |
| 3 | In accordance with the provisions of section 769 (1) of the Companies Act 2015, the following Directors, being members of the Audit Committee of the Board, be elected to continue serving as members of the said Committee: Mr. Julius Mwatu, Ms. Judith Oluoch and Mr. Peter Nyigei  | 1,998,145,340          | 99.9902%           | 193,952              | 0.0097%          | 181,244          | PASSED         |
| 4 | To approve the Directors Remuneration and the report thereof for the year ended 31st December 2020 and to authorize the Directors to fix the Directors' remuneration for the year ending 31st December 2021  | 1,996,125,994          | 99.9323%           | 1,350,469            | 0.0676%          | 1,044,073        | PASSED         |
| 5 | To receive, consider and if thought fit appoint Messrs. PriceWaterhouseCoopers, Certified Public Accountants, having expressed their willingness to continue in office as auditors of the company in accordance with section 721 (2) or the companies Act No 17 of 2015 and In authorize Directors of fix their remuneration   | 1,998,169,482          | 99.9879%           | 241,640              | 0.0120%          | 109,414          | PASSED         |
| 6 | To consider and, if thought fit, pass the following resolution as a special resolution: Changes to the Company's Articles of Association THAT the Articles of Association of the Company be amended in the manner set out in the amended Articles of Association available on the Company's website, www.cic.co.ke and also made available at the meeting, the rationale being to align the Articles of Association to the various legislative changes | 1,993,367,061          | 99.9921%           | 155,970              | 0.0078%          | 4,997,505        | 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 our shareholders who registered and participated in the virtual Annual General Meeting.

BY ORDER OF THE BOARD  
**Gail Odongo**  
GROUP COMPANY SECRETARY

**CIC INSURANCE GROUP PLC.**