

# PROXY FORM

**THE Corporation Secretary,  
Kenya Reinsurance Corporation Limited,  
P.O. BOX 30271-00100  
NAIROBI, KENYA**

**I/WE**

\_\_\_\_\_ of \_\_\_\_\_

being a \*member/members of **KENYA REINSURANCE CORPORATION LIMITED**, hereby appoint

\_\_\_\_\_ of \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_

as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Annual General Meeting of the Company to be held electronically on Tuesday, **25th June 2024 at 11.00 a.m.**, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature(s) \_\_\_\_\_

\_\_\_\_\_

I/WE direct my/our proxy to vote on the following resolutions as I/WE have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or withhold his or her vote at his or her discretion and I/WE authorize my/our proxy to vote (or withhold his or her vote) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

**Please clearly mark the box below to instruct your proxy how to vote**

RESOLUTION	FOR	AGAINST	WITHHELD
Approval of the Report and Financial Statements for the Year ended 31st December, 2023			
To approve a dividend of KShs.0.30 per share			
Election of Directors: To elect the following candidates:			
1.			
2.			
3.			
4.			
To approve the directors' Remuneration Report			
To authorize directors to fix auditor's remuneration			
To authorize directors to appoint members of audit committee			

RESOLUTION	FOR	AGAINST	WITHHELD
<b>SPECIAL BUSINESS</b>			
To approve the following resolutions:			
<p><b>a) Increase in share capital</b></p> <p>THAT subject to receipt of requisite regulatory approvals, the authorised share capital of the Company be and is hereby increased from Kenya Shillings Eight Billion (Kshs.8,000,000,000.00) divided into Three Billion Two Hundred Million (3,200,000,000) ordinary shares of Kenya Shillings Two and Fifty Cents (Kshs.2.50) each to Kenya Shillings sixteen Billion (Kshs.16,000,000,000.00) divided into Six Billion four Hundred Million (6,400,000,000) ordinary shares of Kenya Shillings Two and Fifty Cents (Kshs.2.50) each by the creation of Three Billion Two Hundred Million (3,200,000,000) new ordinary shares of Kenya Shillings Two and Fifty Cents (Kshs.2.50) each, ranking pari passu in all respects with the existing ordinary shares of the Company.</p>			
<p><b>b) Listing of Additional Shares</b></p> <p>That subject to receipt of requisite regulatory approvals, the new additional Three Billion Two Hundred Million (3,200,000,000) ordinary shares of Kenya Shillings Two and Fifty Cents (Kshs.2.50) each in the capital of the Company be and are hereby approved for listing on the main segment of the Nairobi Securities Exchange.</p>			
<p><b>c) Approval of Bonus issue of Shares</b></p> <p>That subject to the passing of the above resolutions by the shareholders and the receipt of the requisite regulatory approvals, the Directors be and are hereby authorised to capitalise the sum of Kenya Shillings Six Billion Nine Hundred and Ninety Nine Million Four Hundred and ninety Two Thousand (Kshs. 6,999,492,000.00) being part of the amount standing to the credit of the Company's revenue reserves as at 31st December 2023, and that the same be applied in making payment in full and at par Two Billion Seven Hundred Ninety Nine Million Seven Hundred and Ninety Six Thousand Eight Hundred (2,799,796,800) ordinary shares of Kenya Shillings Two and Fifty Cents (Kshs.2.50) each in the capital of the Company and that such shares be distributed as fully paid up to the persons registered as holders of the ordinary shares in the capital of the Company at the close of business on 25th June 2024 in the proportion of one (1) ordinary share of Kenya Shillings Two and Fifty Cents (Kshs.2.50) each for every one (1) fully paid up ordinary share of Kenya Shillings Two and Fifty Cents (Kshs.2.50) each then held in the capital of the Company by such persons (fraction of a share to be disregarded), and that, the shares so distributed shall rank pari passu for all purposes with the existing shares in the capital of the company, and further that, the new ordinary shares shall not qualify for the proposed dividend for the year ended 31st December 2023, and the Directors be and are hereby authorised and directed to give effect to this resolution; and That should any of the said Two Billion Seven Hundred Ninety Nine Million Seven Hundred and Ninety Six Thousand Eight Hundred (2,799,796,800) bonus shares not be issued by reason of fractions of a share being disregarded the same be retained as unallocated in the Company's reserves.</p>			
<p>To approve the following special resolution:</p> <p><b>Amendment to the Articles of Association of the Company</b></p> <p>That in accordance with Section 22 of the Companies Act 2015, Article 6 of the Company's Articles of Association be amended to reflect the new share capital of the Company.</p>			

# ELECTRONIC COMMUNICATIONS PREFERENCE FORM

Please complete in BLOCK CAPITALS

Full name of member(s): \_\_\_\_\_

Address: \_\_\_\_\_

CDSC No (if known) \_\_\_\_\_

**(This can be found on your CDSC Statement)**

Mobile Number

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Please tick ONE of the boxes below and return to Image Registrars at P.O. Box 9287-00100 Nairobi, 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street: <b>Approval of Registration</b>	
I/WE approve to register to participate in the virtual Annual General Meeting to be held on 25 <sup>th</sup> June 2024.	
<b>Consent for use of the Mobile Number provided</b>	
I/WE give my/our consent for the use of the mobile number provided for purposes of voting at the AGM	

## Notes:

1. If a member is unable to attend personally, this Proxy Form should be completed and returned to reach the Company's share registrar, **Image Registrars Limited**, 5<sup>th</sup> Floor, Absa Towers, Loita Street, P.O. Box 9287, GPO 00100, Nairobi, or via email to **kenyareshares@image.co.ke** to arrive not later than **Monday, 24<sup>th</sup> June 2024 at 11:00 a.m.** i.e. 24 hours before the meeting or any adjournment thereof.
2. In case of a member being a corporate body, the Proxy Form must be under its common seal or under the hand of an officer or duly authorized attorney of such corporate body.
3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. To appoint a proxy, insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.
4. Completion and submission of the form of proxy will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
5. To be valid the form of proxy should be completed, signed and delivered (together with a power of attorney or other authority (if any) under which it is assigned or a notarized certified copy of such power or authority) to **Image Registrars Limited**, Barclays Plaza, 5<sup>th</sup> Floor, Loita Street and address P.O. Box 9287-00100 Nairobi not later than 11.00 am on Monday, 24<sup>th</sup> June 2024 or, in the case of a poll taken subsequent to the date of the meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 48 hours after the day of the meeting or adjourned meeting.
6. In the case of a company being a shareholder then this proxy form must be executed under its common seal or signed on its behalf by an officer of that company or an authorized attorney for that company.
7. A "vote withheld" option has been included on the form of proxy. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.