

**KENYA REINSURANCE CORPORATION LIMITED**

**RESOLUTIONS PASSED AT THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/VIA ELECTRONIC MEANS ON FRIDAY 9<sup>TH</sup> OCTOBER 2020 AT 11.00 AM**

The meeting being quorate, the shareholders resolved as follows:

**ORDINARY RESOLUTIONS**

**1. REPORT AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2019**

The Report of the Directors and the Audited Financial Statement for the year ended 31<sup>st</sup> December 2019 were received and considered.

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

Mr. Josephat Wiyala Lumiti proposed and Mr. James Mwangi Waititu seconded the resolution. It was **UNANIMOUSLY RESOLVED THAT** the Report and the Directors and the Financial Statements for the year ended 31<sup>st</sup> December 2019, 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 Mr. Daniel Charles Muthama and seconded by Mr. Patrick Koigi and **UNANIMOUSLY RESOLVED THAT** the payment of first and final dividends of Ksh. 0.10 per share for the financial year ended 31<sup>st</sup> Dec 2019 will be made to shareholders on register in our books as at 9<sup>th</sup> October 2020. To be paid on or before 20<sup>th</sup> November 2020.

**3. DIRECTORS SEEKING RE-ELECTION**

The following members were duly elected to join the Board, following the resolution of the shareholders dated 9<sup>th</sup> October 2020.

Position	Candidate	Votes Garnered	Percentage
1	AMB. PETER OLE NKURAIYIA	1,685,333,320	33.00%
2	NASRA IBRAHIM IBREN	1,681,871,837	33.00%
3	MICHAEL MONARI	1,681,578,975	33.00%

**4. RE-APPOINTMENT OF AUDITORS**

It was proposed by Mr. Joseph Michael Daniel Kingori and seconded by Mr. Jacqueline Kerubo Ongera 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.

**5. DIRECTOR'S REMUNERATION**

It was proposed by Ms. Milka Waithera Njambi and seconded by Mr. David Nyamota Orwenyo and **RESOLVED BY MAJORITY** of shareholders that the remuneration of Directors and the Directors' Remuneration Report for the year ended 31<sup>st</sup> December 2019 be and is hereby approved.

**6. AUDITOR'S REMUNERATION**

It was proposed by Mr. Wanaina Martin Methu and seconded by Mr. Simon Kamau Waithira and **RESOLVED BY MAJORITY** of shareholders to authorize Directors to fix the remuneration of the Auditors.

**7. APPOINTMENT OF DIRECTORS AUDIT COMMITTEES**

It was proposed by Mr. Geoffrey Kariithi Kimani and seconded by Mr. Joseph Kariuki Mwangi and **RESOLVED BY MAJORITY** of shareholders to authorize Directors to appoint members of the Audit Committee of the Board.

**SPECIAL RESOLUTION**

**8. SPECIAL RESOLUTION TO AMEND THE COMPANY'S ARTICLES OF ASSOCIATION**

It was proposed by Mr. Francis Waweru A. Giathi and seconded by Mr. Austine Baraza Ouma and **RESOLVED BY MAJORITY** of shareholders that the Articles of Association of the Company be amended by way of special resolution of Articles 62, 67 and 72 to provide for the holding of Annual General Meetings and Extraordinary General Meetings virtually and for voting to be carried by electronic means.