

NOTICE OF THE 28TH ANNUAL GENERAL MEETING

To the Shareholders of Britam Holdings Plc

NOTICE IS HEREBY GIVEN THAT IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY, THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD VIA ELECTRONIC COMMUNICATION ON THURSDAY, 27 JUNE 2024 AT 10:00 A.M., WHEN THE BUSINESS SET OUT BELOW WILL BE TRANSACTED ORDINARY BUSINESS

- To table the proxies and note the presence of a quorum.
- To read the notice convening the meeting.
- To receive and, if approved, adopt the audited Consolidated Financial Statements for the year ended 31 December 2023, together with the Chairman's, the Directors' and Auditor's Reports thereon.
- To note that the Directors do not recommend the payment of a dividend for the financial year ended 31 December 2023.
- Directors:
 - Ms. Caroline Kigen retires at this meeting in accordance with Articles 91 & 92 of the Company's Articles of Association and being eligible, does not offer herself for re-election.
 - Dr. Peter K. Munga retires by rotation in accordance with Articles 91 and 92 of the Articles of Association of the Company and having attained the age of seventy years retires in accordance with the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and being eligible, offers himself for re-election as a director of the company.
 - Mr. Jimnah M. Mbaru retires by rotation in accordance with Articles 91 and 92 of the Articles of Association of the Company and having attained the age of seventy years retires in accordance with the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and being eligible, offers himself for re-election as director of the company.
 - AfricInvest III SPV 1, a Corporate Director represented by Mr. George Odo retires in accordance with Article 114 of the Articles of Association of the Company and being eligible, offers itself for re-election as a director of the Company.
 - Ms. Judy Rugasira Kyanda who was appointed during the year retires in accordance with Article 114 of the Articles of Association of the Company and being eligible, offers herself for re-election.
- In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit, Risk & Compliance Committee offer themselves to be elected to continue to serve as members of the said committee: -
 - Ms. Celestine Munda
 - Ms. Susan Abisola
 - Ms. Judy Rugasira Kyanda
- Directors' Remuneration: -
 - To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2023.
 - To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2022 and to authorize the Board to fix the remuneration of the Directors.
- To re-appoint PricewaterhouseCoopers (PwC) as auditors in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015.
- To consider any other business of which due notice has been received.

Hilda Njeru
Company Secretary
P O Box 30375 – 00100
NAIROBI
Date: 5 June 2024

- Notes:**
- Britam Holdings Plc has convened and is conducting this virtual annual general meeting in accordance with article 58 of the Company's Articles of Association.
 - Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - Dialing *483*824# for all networks and follow the various prompts regarding the registration process; or
 - Sending an email request to be registered to britamagm@image.co.ke; or
 - Shareholders with email addresses will receive a registration link via email which they can use to register.
 - In order to complete the registration process, Shareholders will need to have their ID/Passport Numbers, which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance, Shareholders should dial the following helpline number: +254 709 170 034 from 9.00 a.m. to 4 p.m. from Monday to Friday or send an email to britamagm@image.co.ke.
 - Registration for the AGM opens on 5 June 2024 at 9:00 a.m. and will close on 26 June 2024 at 11.00 a.m. Shareholders will not be able to register after 26 June at 11.00am.
 - In accordance with Section 283 (2) (c) of the Companies Act, the following documents are available for viewing on the Company's website <https://www.britam.com>: (i) a copy of this Notice; (ii) the proxy form (iii) Copy of the audited Financial Statements for the year 2023.
- The reports may also be accessed upon request by dialing the USSD code *483*824# and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by one of the following options:
 - Sending their written questions by email to agm@britam.com; or
 - Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code above and selecting the option (ask Question) on the prompts.
 - To the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at Britam Towers, 28th Floor or to Image Registrars offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
 - Sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 30375, GPO 00100, Nairobi.
 - Shareholders must provide their full details (full names, Kenyan national identity/passport Number/CDSC Account Number) when submitting their questions and clarifications.
 - The Company's Management and Directors will provide responses to all questions received via the channel used by shareholders to send their questions i.e SMS (for USSD option), Email, Letters or Telephone call. Questions will also be responded to during the meeting.
- A full list of all questions received and the answers thereto will be published on the Company's website not later than 30 June 2024.
- In accordance with Section 298(1) of the Companies Act, Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company, but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form is attached to this Notice and is available on the Company's website via this link: <https://www.britam.com>. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street.
 - A proxy must be signed by the appointor or his/her attorney duly authorised in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorised attorney of such corporation or Government office.

- A completed form of proxy should be emailed to britamagm@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P O Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 25 June 2024 at 10.00 a.m.
- The AGM will be streamed live via a link, which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent at least one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time. The link will be sent to registered shareholders via SMS and Email 24 hours before the meeting.
- Duly registered Shareholders and proxies may follow the proceedings of the AGM using the livestream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts or via the VOTE button on the livestream link.
- A Poll shall be conducted for all the Resolutions put forward in this Notice.
- Shareholders will receive an SMS prompt with instructions on their registered mobile phone numbers alerting them to propose or to second the resolutions put forward in the notice.
- Results of the voting on resolutions at the AGM shall be published within 48 hours following conclusion of the AGM on the Company's website www.britam.com.
- The Company strongly encourages all Shareholders to monitor the Company's website (<https://www.britam.com>) for further updates or changes in relation to the AGM.

**BRITAM HOLDINGS PLC
ANNUAL GENERAL MEETING**

PROXY FORM

Britam Holdings Plc
PO Box 30375 - 00100 GPO,
Nairobi, Kenya

CDSC ACCOUNT NO.....
SHAREHOLDER No.
ID/REGISTRATION No.

I/We of (address)
..... being a member/members of **BRITAM HOLDINGS PLC** hereby appoint:
..... of:
(address) TEL. No: Email Address..... or
failing him/her: of:
(address) TEL. No: Email
Address.....

and failing him/ her the Chairman of the meeting as my/ our proxy to vote for me/ us on my/ our behalf at the 2024 Annual General Meeting to be held on Thursday 27th June 2024 at 10.00 AM and at any adjournment thereof.

As witness my/our hand thisday of 2024

Signature(s).....

Notes:

- If a member is unable to attend personally, this proxy form should be completed, duly signed and delivered to the offices of the Company's shares registrar, Image Registrars Limited, 5th floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, P.O Box 9287-00100 GPO Nairobi or be scanned and emailed to britamagm@image.co.ke, to be received not later than 10.00 am, 25 June 2024 i.e. 48 hours before the meeting or any adjournment thereof.
- Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 25 June 2024 at 10.00 am.
- Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 25 June 2024 to allow time to address any issues.
- This proxy form must be signed by the appointor or his attorney duly authorized in writing.
- In case of a member being a corporate body, the Proxy Form must be under given under its common seal or under the hand of an officer or duly authorized attorney of such corporate body.
- 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. The appointment of the Chairman of the meeting as proxy has been included for convenience. A proxy need not be a shareholder of the Company.
- Completion and submission of the Proxy Form 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.

ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in BLOCK CAPITALS

Full name of Proxy:

Proxys' Mobile Number

Please tick the boxes below and return to Image Registrars at P.O. Box 9287 – 00100 Nairobi, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street:

Approval of Registration

I/WE approve to register to participate in the virtual Annual General Meeting to be held on 27 June 2024.

Consent for use of the Mobile Number provided

I/WE give my/our consent for the use of the mobile number provided for purposes of voting at the AGM

Signature:
Date: