

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY, THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD VIA ELECTRONIC COMMUNICATION ON THURSDAY, 21ST MAY 2026 AT 10:00 A.M., WHEN THE BUSINESS SET OUT BELOW WILL BE TRANSACTED.

AGENDA

A. ORDINARY BUSINESS

1. Constitution of the Meeting

- To table the proxies and note the presence of a quorum.
- To read the notice convening the Meeting.

2. Report on Financial Statements for the Year ended 31st December 2025

To receive and, if approved, adopt the audited Consolidated Financial Statements for the year ended 31 December 2025, together with the Chairman's, the Directors' and Auditor's Reports thereon.

3. Dividend

To note that the Directors do not recommend the payment of a dividend for the Financial Year ended 31 December 2025.

4. Re-election of Directors

- 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.
- Mr. Julius Mbaya retires at the Meeting in accordance with Articles 91 and 92 of the Articles of Association of the Company, and being eligible, offers himself for re-election.
- Ms. Celestine Munda retires at the Meeting in accordance with Articles 91 and 92 of the Articles of Association of the Company, and being eligible, offers herself for re-election.
- Ms. Susan Abisola retires at the Meeting in accordance with Articles 91 and 92 of the Articles of Association of the Company, and being eligible, offers herself for re-election.

5. Appointment of Directors to the Audit Risk and Compliance Committee

In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit, Risk and 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

6. Directors' Remuneration

- To approve the Directors' Remuneration Policy as shown in the Audited Financial Statements for the year ended 31 December 2025.
- To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2025 and to authorize the Board to fix the remuneration of the Directors.

7. Appointment of Auditors

To appoint Ernst & Young 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.

B. SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary and Special Resolutions:

Ordinary Resolution

1. Approval of Policies Pursuant to Regulation 8.21 of the Thirteenth Schedule to the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023

To consider and if thought fit to approve the Company's policies pursuant to provisions of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023:

- Board Remuneration Policy
- Board Members Attraction and Retention Policy
- Corporate Disclosures Policies and Procedures
- Policy on Effective Communication with Stakeholders
- Dispute Resolution Policy for Internal and External Disputes

2. Changes to the Company ESOP

To consider and if thought fit, to pass the following as Ordinary Resolutions

- THAT pursuant to the approval granted by the Shareholders on 9th June 2017 for the establishment of an Employee Share Ownership Plan, the amended Trust Deed in relation to the ESOP and the amended Rules of the ESOP, as approved by the Board of Directors of the Company, be and are hereby approved for submission to the Capital Markets Authority
- THAT the maximum size of the ESOP be and is hereby increased from two percent (2%) to five percent (5%) of the authorised share capital of the Company
- THAT the maximum number of shares held by the ESOP shall not at any one time exceed 5% of the issued share capital of the Company;
- THAT the ESOP Shares may be issued at a discount but shall not be issued below par value;
- THAT the ESOP Shares shall rank pari passu in all respects with the existing ordinary shares of the Company.
- THAT the Company Secretary or any other person authorized by the Board of Directors of the Company be and is hereby instructed to take all necessary action and file all applicable returns required to implement this resolution.

Special Resolution

3. Amendment of Articles of Association

To consider and if thought fit, to pass the following as Special Resolutions

- THAT the Amended Articles of Association (copy tabled at the Meeting) be and are hereby adopted as the Articles of Association of the Company, in complete substitution for, and to the exclusion of the Company's existing Articles of Association.
- THAT the Company Secretary or any other person authorized by the Board of Directors of the Company be and is hereby instructed to take all necessary action and file all applicable returns required to implement this resolution.

4. Reduction of a portion of the share premium and application of such amount to offset the accumulated losses of the Company

To consider and if thought fit, to pass the following as Special Resolutions

- THAT the amount standing to the credit of the Company's share premium account be and is hereby reduced by KES 5,875,252,000
- THAT KES 5,875,252,000 so deducted from the Share Premium account be and is hereby applied to offset any and all accumulated losses of the Company
- THAT the Company Secretary or any other person authorized by the Board of Directors of the Company be and is hereby instructed to take all necessary action and file all applicable returns required to implement this resolution.

C. ANY OTHER BUSINESS

To consider any other business of which due notice has been received.

By Order of the Board

Hilda Njeru
Company Secretary
P O Box 30375 – 00100, NAIROBI

Date: 30th April 2026

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: +254 709 170 039 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 30th April 2026 at 9:00 a.m. and will close on 20th May 2026 at 11.00 a.m. Shareholders will not be able to register after 19th May 2026 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>:
 - A copy of this Notice and the Proxy Form;
 - The Company's Integrated Report and the Audited Financial Statements for the year 2025;
 - The New Articles of Association of the Company; and
 - Explanatory Notes for Special Resolutions to be passed during the Annual General Meeting.

The reports may also be accessed upon request by dialing the USSD code above 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.
- All questions and clarification must reach the Company on or before 18th May 2026 at 10.00 a.m.

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return email address provided by the Shareholder by 20th May 2026. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 29 May 2026.

- 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 authorized 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 18th May 2026 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.