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## **REGULATIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

### **CHAPTER I.- INTRODUCTION**

#### **Section 1.- Purpose**

The purpose of these Regulations is to establish the principles governing the organization and functioning of the General Meeting of Shareholders of Rimac Seguros y Reaseguros (hereinafter, the "Corporation"). Therefore, these Regulations contain provisions on the calling, information, attendance and holding of meetings in order to facilitate the exercise of the shareholders' rights. This is all in accordance with the General Financial and Insurance Systems and Organic Act, the Business Corporations Act, the Corporate Bylaws, and the Good Corporate Governance Policies.

The application of these Regulations is mandatory. Therefore, they are binding and the breach thereof entails liability.

#### **Section 2.- Term and Interpretation**

These Regulations have an indefinite term and shall become effective from the date of their approval by the Board of Directors. These Regulations shall apply to the General Meetings of Shareholders called after the date of their approval.

These Regulations complete and develop the provisions set forth in the Corporation's Bylaws concerning the General Meeting of Shareholders. In case of doubt, the Board of Directors shall be responsible for interpreting the scope hereof. These Regulations shall be interpreted in accordance with the law and the Corporate Bylaws and essentially in line with their spirit and purpose and with the highest good corporate governance standards recognized internationally.

As to all matters not provided for in these Regulations, the Corporation shall be governed by the General Financial and Insurance Systems Act, the Business Corporations Act, the Corporate Bylaws, the Securities Market Act, and the Code of Good Corporate Governance for Peruvian Companies.

#### **Section 3.- Publicity**

1. Once these Regulations are approved, the Board of Directors shall adopt the necessary measures to ensure that these Regulations are circulated to the Corporation's shareholders, investors, and the market in general.
2. The Board of Directors shall be in charge of ensuring that a current version of these Regulations is properly posted on the Corporation's webpage.

#### **Section 4.- Amendments**

The Board of Directors shall make amendments and/or adaptations to these Regulations as it may deem appropriate in order to maintain the highest good corporate governance principles and recommendations and contribute to their evolution, in line with the highest good corporate governance standards recognized internationally.

### **CHAPTER II.- THE GENERAL MEETING OF SHAREHOLDERS**

## **Section 5.- The General Meeting of Shareholders**

The General Meeting of Shareholders is the supreme management body of the Corporation. It is composed of all the shareholders with valid rights, and its agreements and resolutions adopted in accordance with the law and the Bylaws are equally binding on all the shareholders.

The General Meeting of Shareholders, duly constituted as established in the Bylaws, legally represents all the Corporation's shareholders, and its resolutions are binding on all of them, even on the shareholders who voted against or who were absent.

The meetings shall be held at the Corporation's registered office. The Board of Directors may resolve that these meetings be held at a different place within the city of Lima, if there is no legal impediment in this regard.

Before the General Meeting of Shareholders is constituted, the list of attendees must be prepared, which shall state the position or representation of each one of them and the number of their own or third parties' shares they represent.

At the foot of the list, the number of represented shares and their percentage with respect to the total shares is determined.

The quorum shall be calculated and established at the beginning of the Meeting. After verifying the quorum, the Chairman shall declare the meeting validly constituted.

All the shareholders, including the dissenters and those who did not participate in the meeting, are subject to the resolutions adopted by the General Meeting of Shareholders, as established in the Corporate Bylaws.

## **Section 6. Powers of the General Meeting of Shareholders**

The General Meeting of Shareholders is the competent body to resolve on all matters subject to its decision pursuant to law or the Bylaws and, in general, to adopt all resolutions appertaining to its capacity as supreme body of the Corporation.

The Annual Meeting of Shareholders shall have the following powers pursuant to law and the Bylaws:

- a) Express an opinion on the corporate management and on the economic results of the prior fiscal year, disclosed in the financial statements of such prior fiscal year;
- b) Resolve on the appropriation of profits, if any;
- c) Appoint, when appropriate, the members of the Board of Directors and set their fees;
- d) Designate or delegate to the Board of Directors the designation of the external auditors, when applicable; and
- e) Resolve on all other matters within its area of competence according to law and the Bylaws, and on any other matter indicated in the notice of meeting.

Furthermore, the General Meeting of Shareholders shall have the following powers pursuant to law and the Bylaws:

- a) Remove the members of the Board of Directors and appoint their replacements;
- b) Amend the Corporate Bylaws;
- c) Increase or reduce the capital stock;
- d) Issue obligations;

- e) Agree on the disposal, in a single transaction, of assets with a carrying value exceeding fifty percent (50%) of the Corporation's capital stock;
- f) Order investigations and special audits;
- g) Agree on the transformation, merger, spin-off, reorganization, dissolution and liquidation of the Corporation; and
- h) Resolve on all matters in respect of which the law and the Bylaws provide its participation and on all other matters that may be required in the Corporation's interest.

### **CHAPTER III.- CALLING OF THE GENERAL MEETING OF SHAREHOLDERS**

#### **Section 7.- Power and Obligation to Call the Meeting**

The Corporation's Board of Directors or General Management shall call the General Meeting of Shareholders when required by law or the Bylaws, when resolved by the Board of Directors in those cases where it considers that this is necessary in the Corporation's interest, or when requested by a number of shareholders representing at least twenty percent (20%) of the subscribed voting shares.

#### **Section 8. Publication and Announcement of the Notice of Meeting**

The notice of the Annual Meeting of Shareholders shall be published at least ten (10) days in advance of the date set for the meeting.

The notice of the other meetings contemplated in the Bylaws shall be published at least three (3) days in advance.

The respective notices of the original and adjourned meetings shall be published in "El Peruano" Official Gazette and in one of the newspapers with widest circulation in the capital city. Additionally, the Meeting shall be called by the Board of Directors through a notice published on the Corporation's webpage.

More than one meeting may be called through a single notice. In these cases, there must be no less than three (3) and no more than ten (10) days between one meeting and the other.

The General Meetings of Shareholders may be held at any place and without a notice of meeting or prior notice if all the shareholders are present and unanimously agree to hold such meeting and agree on the matters to be discussed. These facts must be recorded in the respective minutes; the resolutions adopted shall be fully and absolutely valid.

The documents, motions and proposals related to the pertinent General Meeting of Shareholders shall be available to the shareholders at the registered office of Rimac Seguros y Reaseguros in Lima from the time the notice of meeting is published.

The notice of meeting shall state the date, time and place of the meeting and the matters to be discussed. It shall also state the date on which the adjourned meeting is to be held.

Moreover, the notices of the General Meeting of Shareholders shall be reported to the Securities Market Superintendency (SMV) as a Significant Event. These notices shall be available to the shareholders and/or investors in general on such institution's webpage and on the Corporation's webpage.

#### **Section 9. Agenda**

The Board of Directors shall, in coordination with the General Management, determine the Agenda to be included in the notice of the General Meeting of Shareholders, which shall be published as provided for in the General Financial and Insurance Systems Act, the Business Corporations Act, and the Corporate Bylaws. It shall be clearly and accurately worded so as to facilitate the identification and understanding of the matters to be discussed and voted upon, preferably on a separate basis, at the Meeting.

#### **Section 10.- Inclusion of Matters in the Agenda**

The shareholders may request any matter to be included in the agenda of the Annual Meeting of Shareholders or any other General Meeting according to the procedure established in the document entitled "Inclusion of Matters in the Agenda of the General Meeting of Shareholders", which is contained in Annex 1 to these Regulations.

The Board of Directors shall evaluate the requests from the shareholders and, if considered to be in favor of the corporate interest, shall include the requested matters as agenda items.

#### **Section 11.- Right to Information**

The relationship between the Corporation and its shareholders shall be based on the equal treatment and information transparency principles so that the shareholders may be familiar with the development of the Corporation's activities, the periodical results and the final results of each year pursuant to law, and may exercise the rights granted to them by the law and the Corporate Bylaws.

Without prejudice to the provisions of the Business Corporations Act and the Corporate Bylaws, the shareholders shall have the following rights:

1. The documents, motions and proposals related to the pertinent General Meeting of Shareholders shall be available to the shareholders at the Corporation's offices located in Lima from the time the notice of meeting is published.
2. The right to obtain from the Corporation, upon request, immediately and free of charge, the Annual Report, the Financial Statements, the report from the External Auditors, the Significant Events, and any other information they may deem necessary concerning the matters specified in the notice of meeting.
3. The right to request in writing, before the General Meeting of Shareholders is held, any information and/or clarification regarding the matters proposed in the Agenda of the respective meeting and regarding the public information posted on the webpages of the Securities Market Superintendency and of the Corporation.
4. The right to request orally, during the course of the General Meeting, the clarifications and/or specifications they may deem pertinent in respect of the agenda items.

#### **Section 12.- Corporate Publication of the Notice of Meeting and the Accompanying Documentation on the Corporation's Webpage**

1. The notice of meeting, motions and documentation may be published on the webpage of the Securities Market Superintendency from the date of publication of the announcement of the General Meeting of Shareholders.

2. Furthermore, the proposed resolutions, reports and other documents required by law and the Bylaws to be made available through these means shall be posted on the Corporation's webpage. In fact, the information deemed appropriate to facilitate the shareholders' participation shall be posted on the webpage within three (3) calendar days after the date of announcement of the meeting, including:
  - i) Proxy procedure.
  - ii) Means and procedures, if applicable, established to allow representation in the General Meeting of Shareholders.
  - iii) Documents and information to be provided to the shareholders according to a legal, statutory or regulatory mandate in connection with the different points included in the Agenda, in addition to those considered pertinent.

### **Section 13. Right to Request a Certified Copy**

The shareholders have the right to obtain a certified copy of the minutes of each General Meeting of Shareholders or of such specific part thereof as is requested. The Corporation's General Manager shall provide the certification or documentation requested by the shareholder(s). Similarly, the shareholders have the right to obtain information relevant to the Corporation according to the document entitled "Information Policy", which is contained in **Annex 2** to these Regulations.

Moreover, the shareholders may make the inquiries they deem appropriate in connection with any information made public by the Corporation from the very time it is disseminated.

## **CHAPTER IV.- ORGANIZATION AND CONSTITUTION OF THE GENERAL MEETING OF SHAREHOLDERS**

### **Section 14.- Right to Attend**

In order to attend the General Meetings of Shareholders, the shareholders shall verify their capacity as such through the Corporation's Share Register or the certifications issued by CAVALI ICLV S.A.

The holders of voting shares that were recorded on the Corporation's Share Register or on CAVALI's Register at least two (2) days before the date set for the Meeting are entitled to attend the Meeting.

### **Section 15. Representation**

The shareholders may delegate their representation in the Meetings even to members of the Board of Directors or of the Senior Management. Representation shall be conferred in writing through a proxy letter addressed to the Corporation, in the form contained in **Annex 3** hereto, and specifically for each General Meeting, unless powers of attorney have been granted by a notarially recorded instrument. The proxy letter shall be addressed to the Chairman of the Board of Directors and signed by the shareholder; it shall state the number of shares held by the shareholder as well as the name and identity card of the designated proxy holder. Proxies shall be recorded at least twenty-four (24) hours in advance of the date set for the Meeting.

If the shares are subject to a pledge or usufruct and their voting rights have been assigned, such shares may be represented by the appropriate person according to the document whereby the pledge or usufruct is created.

The proxies acting on behalf of several shareholders are allowed to cast different votes for each shareholder so that they adhere to the instructions of each proxy grantor.

A proxy granted to a person who is unable to exercise it under the law shall not be valid or effective.

A proxy is revocable in all cases. The attendance in person of the proxy holder at the General Meeting shall have the effect of revocation.

### **Section 16. Organization and Constitution of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall gather at the place, date and time specified in the notice of meeting. The General Meetings shall be held at the Corporation's registered office. The Board of Directors may agree that the General Meetings be held at a different place within the city of Lima, provided that there is no legal impediment to do so.
2. At the place of the General Meeting, the Corporation may instruct that the shareholders be provided with a copy of the documents and motions subject matter of the meeting prior to the start of the meeting.
3. In order to guarantee the safety of the attendees and the orderly conduct of the General Meeting at the place of meeting, the Chairman may instruct the implementation of the respective surveillance and protection measures. Likewise, if deemed appropriate and in accordance with the Business Corporations Act, the Chairman may instruct the installation of recording equipment and the presence of a Notary in order to guarantee a transparent debate. The expenses incurred shall be borne by the Corporation.

### **Section 17. Preparation of the List of Attendees**

Before the General Meeting of Shareholders is constituted, the list of attendees shall be prepared, which shall state the position or representation of each one of them and the number of their own or third parties' shares they represent. At the foot of the list, the number of represented shares and their percentage with respect to the total shares is determined.

The shareholders in attendance or the persons validly representing them are required to produce the documents evidencing their identity and representation before the personnel in charge of preparing the List of Attendees.

The Corporation may instruct that the shareholders who are personally present in the Meeting or the persons validly representing them be registered through manual, electronic or other means deemed appropriate by the Corporation.

### **Section 18. Calculation of Quorum**

The quorum shall be calculated and established at the beginning of the Meeting. After verifying the quorum, the Chairman shall declare the meeting validly constituted. The shareholders or their proxies shall appear at the place of meeting specified in the notice of

meeting and, upon arriving at such place, they shall register their attendance by signing the list of attendees.

The shares held by the shareholders arriving at the General Meeting after it is constituted shall not be computed to establish the quorum; however, the voting right of such shares may be exercised.

If, upon constitution of the General Meeting, the Secretary verifies that the required quorum is not present, he/she shall notify this fact to the shareholders in attendance and the relevant minutes shall be issued stating the percentage of shares represented.

### **Section 19. Quorum Required**

The attendance of a number of shareholders representing at least one half (1/2) of the subscribed voting shares shall be required to hold an originally called General Meeting of Shareholders where the matters specified in the following paragraph shall not be discussed. The attendance of a number of shareholders representing at least one third (1/3) of the subscribed voting shares shall suffice to hold an adjourned General Meeting of Shareholders. In both the original and adjourned meetings, the resolutions shall be adopted with the affirmative vote of the absolute majority of the subscribed voting shares represented in the meeting. In an adjourned meeting, the resolutions shall be also adopted with the affirmative vote of a number of shareholders representing at least one fourth (1/4) of the subscribed voting shares.

The attendance of a number of shareholders representing at least two thirds (2/3) of the subscribed voting shares shall be required to hold an originally called General Meeting of Shareholders where the following issues shall be discussed: amendment to the bylaws; capital increases or decreases; issuance of obligations; disposal in a single transaction of assets with a carrying value exceeding fifty percent (50%) of the Corporation's capital stock; transformation, merger, spin-off, reorganization and dissolution of the Corporation; and resolving on the liquidation of the Corporation. The attendance of a number of shareholders representing three fifths (3/5) of the subscribed voting shares shall suffice to hold an adjourned General Meeting of Shareholders. In either case, the resolutions shall be adopted with the affirmative vote of a number of shareholders representing at least the absolute majority of the subscribed voting shares represented in the meeting.

## **CHAPTER V.- DEVELOPMENT OF THE GENERAL MEETING OF SHAREHOLDERS**

### **Section 20.- Start of the Meeting**

Once the list of attendees has been prepared, the Chairman shall declare the meeting validly constituted and shall then ask the attendees if they have any reservation or protest regarding the information given and the valid constitution of the Meeting.

The General Meetings of Shareholders shall be presided over by the Chairman of the Board of Directors and, in his/her absence, by the Vice-Chairman and, in the absence of the latter, by the director or shareholder designated by the Chairman of the Board of Directors through written, electronic or any other type of means through. If no such designation has been made, the General Meeting shall be presided over by the shareholder designated by it. The General Manager or, in any case, the person designated by the General Meeting of Shareholders, shall act as Secretary.

The General Meetings of Shareholders may be attended by all the Corporation's shareholders who were entered on the Share Register at least two (2) days before the date set for the Meeting, with the right to speak and vote.

Similarly, the General Meetings of Shareholders may be attended by the Directors and the General Manager who are not shareholders, with the right to speak but without the right to vote. Other persons invited by the Board of Directors or the General Meeting of Shareholders may also attend the General Meetings with the right to speak, but without the right to vote.

### **Section 21.- Powers of the Chairman to Direct the Meeting**

1. The Chairman of the General Meeting of Shareholders or any person acting in such capacity, with the assistance of the Secretary, shall direct and organize the progress of the meeting, attempting to maintain the debate within the limits of the agenda and ensure its proper development, being authorized to admonish those shareholders who use an inappropriate language or offend other shareholders or officers of the Corporation. The Chairman may bring the debate on each agenda item to an end when, in his judgment, it has been sufficiently and extensively discussed and when he verifies that the interventions of the shareholders do not relate to the matters submitted to their consideration.
2. The Chairman of the General Meeting of Shareholders shall cause the notices of meeting published in the newspapers, within the terms, and according to the formalities established in the Corporate Bylaws to be read out.
3. The Chairman shall report that, from the date of publication of the notices, the motions and proposals related to the purpose of the Meeting have been available to the shareholders at the offices and on the webpage of the Corporation as well as on the webpage of the Securities Market Superintendency.
4. The persons taking part in the Meeting who so desire may request that a summary of their interventions be included in the minutes.

### **Section 22.- Suspension of the Meeting**

At the request of a number of shareholders representing at least twenty-five percent (25%) of the subscribed voting shares, the General Meeting of Shareholders shall be adjourned on one single occasion for no less than three (3) and no more than five (5) days and without a new notice of meeting being required in order to discuss and vote on those matters about which they consider not to be sufficiently informed.

Exceptionally, if any circumstance occurs that significantly alters the orderly conduct of the Meeting or if other extraordinary circumstances occur that hinder its normal development, the Chairman of the Meeting may resolve to suspend it for the time necessary for the conditions that enable the continuance of the Meeting to be restored.

### **Section 23.- Voting Procedure**

Once the Chairman has made available to the shareholders the pertinent documents and reports and has answered the inquiries made concerning each agenda item, the Chairman shall allow the shareholders a reasonable time to perform the pertinent analysis and shall, immediately after each debate, put the proposed resolutions to the vote according to the following procedure:

1. Voting on each proposed resolution shall take place following the agenda contained in the notice of meeting.
2. Each proposed resolution shall be submitted to a vote in an orderly and separate manner, after a full or limited reading thereof by the Secretary.
3. Voting shall be by show of hands. The Secretary or the person(s) appointed by each Meeting shall count the votes. If the Chairman deems it necessary, he may establish a different voting procedure to ensure the consistency and transparency of the voting results.
4. Any shareholder may request that his/her voting position be recorded in the minutes; such shareholder shall make the request expressly and properly identifying himself/herself.
5. Any shareholder may cast separate votes in respect of those matters that are substantially independent, so that he/she may exercise his/her voting preferences separately.

#### **Section 24. Conflicts of Interest**

The shareholders may not exercise their voting rights in respect of shares of their own or of third parties they are representing in the General Meeting of Shareholders, in the following cases:

- (A) If they have an interest in the matter submitted to the consideration of the General Meeting of Shareholders, for their own or third-party account, that is in conflict with the Corporation's interest.
- (B) If they are members of the Management or officers of the Corporation and the matter under discussion is the determination of any liability incurred by them.

The shares involved are considered in the calculation of the quorum of the General Meetings of Shareholders, but not to establish voting majorities.

#### **Section 25. Adoption of Resolutions and Announcement of Results**

Once the proposed resolutions have been voted as provided for in these Regulations, the Chairman, either personally or through the Secretary, shall announce the results, indicating whether each of them has been approved or rejected.

#### **Section 26. Challenge and Nullity of Resolutions**

The procedures to challenge and render null the resolutions adopted by the General Shareholders' Meeting shall be regulated by the legal provisions from time to time in effect.

#### **Section 27. Closing of the Meeting**

The Chairman shall close the Meeting when he/she verifies that each agenda item has been submitted to the consideration of the shareholders and properly discussed and voted.

The Chairman shall propose the shareholder(s) to review, approved, and sign the minutes together with the Chairman and the Secretary of the Meeting.

## **Section 28. Minutes of the General Meeting of Shareholders**

The resolutions of all the General Meetings of Shareholders shall be recorded in minutes to be kept in a special book. The minutes of each General Meeting of Shareholders shall meet the following requirements:

- (A) They shall state the place, date, and time at which the Meeting was held; whether it is an original meeting or an adjourned meeting; the names of the persons who acted as Chairman and Secretary; the list of attendees, indicating the position or representation of each one of them and the number of their own or third parties' shares they represent.
- (B) They shall contain proof of the publication of the notice of meeting.
- (C) They shall state the voting method and results, and the resolutions adopted.
- (D) They shall contain the opinions and voting positions of those in attendance at the Meeting who request that they be recorded.
- (E) When the minutes are approved in the Meeting itself, they shall contain such approval and the signature of the shareholders who acted as Chairman and Secretary and of one or more shareholders designated by the Meeting for that purpose. When they are not approved in the Meeting itself, two shareholders shall be especially designated to draw up, review and approve the minutes together with the Chairman and the Secretary within ten (10) days following the Meeting. In the latter case, the attending shareholders or their proxies may express their disagreement through a notarized letter. In any case, any shareholder or proxy in attendance at the Meeting may sign the minutes.

## **Section 29.- Publicity of Resolutions**

Without prejudice to the shareholders' right to have access to the minutes of the General Meetings as established in the Business Corporations Act and the Bylaws, the Board of Directors shall publish the resolutions adopted at the Meeting.

Furthermore, the Corporation shall inform the Securities Market Superintendency on the resolutions adopted by the General Meeting as Significant Events.

## **CHAPTER VI.- PROCEDURE TO APPOINT THE BOARD MEMBERS**

### **Section 30.- Appointment of Directors**

For the election of Directors, the cumulative voting method is used to allow the presence of the Directors elected by the minority shareholders. Under this method, each share confers the right to cast as many votes as Directors to be elected and each voter may either accumulate his/her votes in favor of a single person or distribute them among several persons.

## **CHAPTER VII.- DISPUTE RESOLUTION MECHANISM**

### **Section 31.- Arbitration**

Any dispute or discrepancy arising, promoted or initiated among the shareholders or between the shareholders and the Directors, as a result of the implementation or interpretation of the Bylaws or these Regulations, shall be solved amicably. If the parties involved fail to reach an agreement, the dispute shall be submitted to Arbitration De Jure to be conducted by the Lima Chamber of Commerce.

The arbitration procedure, term and other provisions necessary for execution of arbitration shall be as established in the Rules of the Lima Chamber of Commerce's Arbitration Center, and shall be subject to the Peruvian laws.

**ANNEX 1**  
**Inclusion of Matters in the**  
**Agenda of the General Meeting of**  
**Shareholders**

## **INCLUSION OF MATTERS IN THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS**

### **1. Request for the Inclusion of Matters in the Agenda of the General Meeting of Shareholders**

The shareholders may request the inclusion of matters in the agenda of the Annual Meeting of Shareholders or of any other General Meeting of Shareholders, provided that they are within the area of competence of the General Meeting of Shareholders.

For this purpose, a shareholder who wishes to request the inclusion of a matter in the agenda of the Annual Meeting of Shareholders or of any other General Meeting of Shareholders shall submit a written communication to the General Manager.

The Request for Inclusion of Matters referred to in the foregoing paragraph shall include the following information:

- (a) Name, identity card, and address of the requesting shareholder, if an individual; or corporate name, number of registration with the Single Taxpayer Registry, address, as well as name and identity card of its representative, if a legal entity. Also, the shareholder must provide an e-mail address.
- (b) Exact description of the matter the inclusion of which in the agenda of the General Meeting of Shareholders is being requested.
- (c) Reason for the request.

### **2. Procedure for Evaluating Requests for Inclusion of Matters in the Agenda of the Annual Meeting of Shareholders**

The Requests for Inclusion of Matters in the Agenda of the Annual Meeting of Shareholders shall be submitted and received by Rimac Seguros y Reaseguros no later than on February 10 of each year.

In the Board of Directors' meeting called to deal with the calling of the Annual Meeting of Shareholders, the General Manager shall inform the Board of Directors on the Requests for Inclusion of Matters in the Agenda.

The Board of Directors shall resolve on whether to include or not the matters requested. The rejection or approval of the inclusion of the matter requested in the agenda of the General Meeting shall be communicated in writing to the requesting shareholders within a term not to exceed ten (10) days from the date of the Board meeting.

If any Request for Inclusion of Matters is rejected, the reasons for the rejection shall be expressly indicated.

If any matter proposed is approved, it shall be included in the agenda of the notice of meeting to be published pursuant to law.

### **3. Procedure for Evaluating other Requests for Inclusion of Matters**

Without prejudice to the provisions of Point 2 of this procedure, the shareholders may submit Requests for Inclusion of Matters to the General Manager throughout

the year. Such requests shall comply with the provisions set forth in Point 1 of this procedure.

In the Board of Directors' meeting to be held immediately after the receipt of the Requests for Inclusion of Matters, the General Manager shall inform the Board of Directors on such requests.

The matters indicated in the Requests for Inclusion of Matters that have been accepted by the Board of Directors shall be included in the agenda of the next General Meeting of Shareholders if the Board of Directors decides to call a meeting during the year or, in any case, in the agenda of the next Annual Meeting of Shareholders.

**ANNEX 2**  
**Information Policy**

## **INFORMATION POLICY**

### **I. INTRODUCTION**

#### **1.1 Purpose**

This document contains the Information Policy of Rimac Seguros y Reaseguros (the "Corporation") (the "Information Policy"). The purpose of this policy is to disseminate relevant information about the Corporation to the shareholders, investors and the market in general, and to ensure that the Corporation provides truthful, timely and sufficient information.

#### **1.2 General Principles**

The Corporation's Information Policy is based on the following principles:

- Veracity and sufficiency of the information provided.
- Transparency and accessibility of the information.
- Timely disclosure of information.
- Impartial disclosure of information.
- Maintenance of the confidentiality of the information identified as Classified Information or Privileged Information.
- Compliance with the applicable information disclosure regulations.

#### **1.3 Supervision of the Information Policy**

The Corporation's Board of Directors is responsible for supervising the implementation of and compliance with the Information Policy. The Corporation's Board of Directors may make the changes and amendments it may deem necessary for a better attainment of the purposes of the Information Policy.

### **II. RULES ON THE DISSEMINATION OF COMMONLY ACCESSIBLE INFORMATION**

#### **2.1 Dissemination of Commonly Accessible Information**

Any information considered by the Corporation as commonly accessible information shall be available to any person interested in it, regardless of such person's interest in obtaining such information ("Commonly Accessible Information").

For this purpose, without prejudice to the possibility of accessing the Commonly Accessible Information through the webpage of the Securities Market Superintendency (SMV) and/or the Lima Stock Exchange (BVL), in accordance with Section V of this Information Policy, the Corporation shall publish the Commonly Accessible Information on its webpage ([www.Rimac.com](http://www.Rimac.com)) or shall provide in such webpage a link to the site where the information can be found.

#### **2.2 Information considered Commonly Accessible Information**

The following information is considered Commonly Accessible Information:

- The latest Individual and Consolidated Audited Annual Financial Statements of the Corporation.
- The latest Individual and Consolidated Quarterly Financial Statements of the Corporation.

- The latest Annual Report of the Corporation.
- The latest Report on Compliance with the “Good Corporate Governance Principles for Peruvian Companies”.
- The latest Significant Events reported by the Corporation to the SMV and/or the BVL.

Without prejudice to the information detailed in this Point, the Corporation may disseminate as Commonly Accessible Information any other information on its activities and functioning that it may deem appropriate.

### **III. RULES RELATED TO THE DELIVERY OF INFORMATION TO SHAREHOLDERS AND INVESTORS**

#### **3.1 Right of Shareholders and Investors related to the Corporation to Request Information**

The Corporation recognizes the right of shareholders and investors related to the Corporation (the “Interested Parties”) to request certain information on the Corporation’s activities and functioning according to the conditions set forth below.

Consequently, without prejudice to accessing Commonly Accessible Information, the Interested Parties may request additional information related to the Corporation’s activities and functioning as well as any other information they may deem pertinent to their interests.

#### **3.2 Procedure for Requesting Information**

##### **3.2.1 Request for Information**

The Interested Parties shall submit a communication, to the attention of the General Management, to the corporate offices located at Calle Las Begonias No. 475 – Piso 3, San Isidro, Lima.

The Request for Information shall contain the following data: (a) Name, identity card and address of the requesting shareholder, if an individual; or corporate name, number of registration with the Single Taxpayer Registry, address, as well as name and identity card of its representative, if a legal entity. Also, the Interested Party must provide an e-mail address so that the information requested may be supplied via e-mail. (b) Detailed description of the information requested.

##### **3.2.2 Term to Respond to the Requests for Information and Delivery of Information**

The General Management shall respond to the Requests for Information within a reasonable term, considering the volume and nature of the information requested and the specific circumstances. The Requests for Information shall be responded preferably within a term of ten (10) business days as from the date following the date of receipt of the Request for Information.

The information requested shall be sent to the Interested Parties, if applicable, to the e-mail address specified in the Request for Information.

##### **3.2.3 Evaluation of the Availability of the Information Requested**

The General Management shall coordinate with the different areas of the Corporation in order to determine whether the information requested through a Request for Information is available. If it is determined that the information requested is not available, because, among other reasons, the Corporation does not prepare such information, the General Management shall explain to the Interested Parties the reasons why it is not possible to provide the information requested.

#### **3.2.4 Evaluation of the Confidential or Non-Confidential Nature of the Information Requested**

In accordance with the Regulations of the Corporation's Board of Directors, confidential information is defined, for purposes of determining whether to respond or not to the Requests for Information, as any information that, if disclosed, may place at risk the corporate interests of the Corporation or the legal entities that make up its economic group, their competitive position, or the normal development of their activities. Additionally, the Regulations of the Corporation's Board of Directors provide a non-exhaustive list of information considered to be confidential.

The General Management shall evaluate whether the information requested through a Request for Information qualifies as confidential information according to the criteria adopted by the Board of Directors. If it determines that the information does not qualify as confidential information, it shall respond to the Request for Information and deliver the information requested as set forth in Sub-point 3.2.2 above.

If the General Management determines that the information requested could qualify as confidential information, it shall inform the Board of Directors on the Request for Information and the Board shall resolve any doubt over the confidentiality of the information.

The General Management shall act as indicated below, depending on the decision that would have been made by the Board of Directors:

- (a) If the Board has determined that the information requested does not qualify as confidential information, the General Management shall respond to the Request for Information and deliver the information requested as provided for in Sub-points 3.2.2 and 3.2.3 above.
- (b) If the Board has determined that the information requested qualifies as confidential information, but that, without prejudice to this fact, it may be supplied to the Interested Party, the General Management shall request the Interested Party to enter into a confidentiality agreement with the Corporation before delivering the information requested.
- (c) If the Board has determined that the information requested qualifies as confidential information and that, due to its nature, the disclosure thereof to the Interested Party could place at risk the interests of the Corporation or of the legal entities that make up its economic group, their competitive position or the normal development of their activities, the General Management shall inform the Interested Party on the reasons why it is not possible to respond to its Request for Information.

### **3.3 Shareholders' Right to Information before the Meetings of Shareholders**

Without prejudice to the provisions of Sub-points 3.1 and 3.2 above, in compliance with the provisions of Section 132 of Law 26887, Business Corporations Act, from the date of publication of the notice of the Annual Meeting of Shareholders or any other General Meeting of Shareholders of the Corporation, the documents, motions

and proposals related to the purpose of the Meeting of Shareholders shall be available to the Corporation's shareholders at the registered office located at Calle Las Begonias No. 475 – Piso 3, San Isidro, Lima.

#### **IV. RULES RELATED TO THE DISSEMINATION OF INFORMATION TO THE PUBLIC OPINION**

##### **4.1 Officers Authorized to Make Declarations on the Corporation's Behalf**

The dissemination of information about the Corporation and its businesses by its officers shall be coordinated and authorized by the General Management and Executive Vice-President of the Corporation responsible for these communications.

##### **4.2 Dissemination of Information to the Public Opinion**

The officers authorized according to this Information Policy may disseminate press releases, hold press conferences or make declarations to communication media, and organize press conferences when they deem it necessary to inform the public opinion on any fact related to the Corporation's activities or functioning. The information disseminated through communication media shall be truthful and, if applicable, shall be consistent with the information previously submitted to the SMV and the BVL.

#### **V. RULES RELATED TO THE DISSEMINATION OF INFORMATION ON THE CORPORATION'S WEBPAGE**

##### **5.1 Policy on Dissemination of Information on the Corporation's Webpage**

In order to facilitate the access to relevant information about the Corporation by the shareholders, investors and, in general, any third party, the Corporation shall disclose information on its activities and functioning on its webpage ([www.rimac.com](http://www.rimac.com)).

The information and documentation disclosed through the Corporation's webpage shall be considered Commonly Accessible Information, and may be accessed by any person free of charge.

##### **5.2 Information to be disclosed on the Corporation's Webpage**

The Corporation shall disclose on its webpage the following minimum information, which shall be updated continuously and timely:

- The latest Individual and Consolidated Audited Annual Financial Statements of the Corporation.
- The latest Individual and Consolidated Quarterly Financial Statements of the Corporation.
- The latest Annual Report of the Corporation.
- The latest Report on Compliance with the "Good Corporate Governance Principles for Peruvian Companies".
- A list of the main officers of the Corporation.

**ANNEX 3**  
**Proxy Letter**

(Proxy granted by a shareholder that is a legal entity to an individual)

[City], [ ] ..... , 20[ ]

Messrs.  
RIMAC SEGUROS Y REASEGUROS  
Las Begonias No. 475  
San Isidro, Lima  
Peru.-

Attention: Chairman of the Board of Directors

Dear Sirs,

On behalf of \_\_\_\_\_ **(name of shareholder)**, holder of \_\_\_\_\_ **(number of shares)** properly registered shares, I hereby grant a special proxy to Mr. \_\_\_\_\_ **(name of proxy holder)**, identified by National Identity Card (DNI) No. \_\_\_\_\_, so that, acting in the name and on behalf of \_\_\_\_\_ **(name of shareholder)**, he/she may act and participate in the Annual Meeting of Shareholders / General Meeting of Shareholders of Rimac Seguros y Reaseguros to be held, on first call, on \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ hours and, on second call, on \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ hours.

This proxy authorizes the representative appointed to attend the Annual Meeting of Shareholders / General Meeting of Shareholders of Rimac Seguros y Reaseguros, representing all of our shares, as well as to take part in the discussions and exercise the voting rights attached to our shares, vested with the fullest powers, and without any reserve or limitation whatsoever.

Sincerely yours,

(Proxy granted by a shareholder who is an individual to an individual)

[City], [ ] ..... , 20[ ]

Messrs.  
RIMAC SEGUROS Y REASEGUROS  
Las Begonias No. 475  
San Isidro, Lima  
Peru.-

Attention: Chairman of the Board of Directors

Dear Sirs,

On behalf of \_\_\_\_\_ (**name of shareholder**), holder of \_\_\_\_\_ (**number of shares**) properly registered shares, I hereby grant a special proxy to Mr. \_\_\_\_\_ (**name of proxy holder**), identified by National Identity Card (DNI) No. \_\_\_\_\_, so that, acting in my name and on my behalf, he/she may act and participate in the Annual Meeting of Shareholders / General Meeting of Shareholders of Rimac Seguros y Reaseguros to be held, on first call, on \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ hours and, on second call, on \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ hours.

This proxy authorizes the representative appointed to attend the Annual Meeting of Shareholders / General Meeting of Shareholders of Rimac Seguros y Reaseguros, representing all of my shares, as well as to take part in the discussions and exercise the voting rights attached to my shares, vested with the fullest powers, and without any reserve or limitation whatsoever.

Sincerely yours,

(Proxy granted by a shareholder that is a legal entity to a member of the Board of Directors or of the Senior Management)

[City], [ ] ..... , 20[ ]

Messrs.  
RIMAC SEGUROS Y REASEGUROS  
Las Begonias No. 475  
San Isidro, Lima  
Peru.-

Attention: Chairman of the Board of Directors

Dear Sirs,

On behalf of \_\_\_\_\_ (**name of shareholder**), holder of \_\_\_\_\_ (**number of shares**) properly registered shares, I hereby grant a special proxy to Mr. \_\_\_\_\_ (**name of proxy holder**), identified by National Identity Card (DNI) No. \_\_\_\_\_, so that, acting in the name and on behalf of \_\_\_\_\_ (**name of shareholder**), he/she may act and participate in the Annual Meeting of Shareholders / General Meeting of Shareholders of Rimac Seguros y Reaseguros to be held, on first call, on \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ hours and, on second call, on \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ hours.

This proxy authorizes the proxy holder to attend the Annual Meeting of Shareholders / General Meeting of Shareholders of Rimac Seguros y Reaseguros, representing all of our shares, as well as to take part in the discussions and exercise the respective voting rights as indicated below for each of the following proposals:

1. **Matter 1:** \_\_\_\_\_.

	For
	Against
	Abstention

2. **Matter 2:** \_\_\_\_\_.

	For
	Against
	Abstention

3. **Matter 3:** \_\_\_\_\_.

	For
	Against
	Abstention

Sincerely yours,

(Proxy granted by a shareholder who is an individual to a member of the Board of Directors or of the Senior Management)

[City], [ ] ..... , 20[ ]

Messrs.  
RIMAC SEGUROS Y REASEGUROS  
Las Begonias No. 475  
San Isidro, Lima  
Peru.-

Attention: Chairman of the Board of Directors

Dear Sirs,

On behalf of \_\_\_\_\_ (**name of shareholder**), holder of \_\_\_\_\_ (**number of shares**) properly registered shares, I hereby grant a special proxy to Mr. \_\_\_\_\_ (**name of proxy holder**), identified by National Identity Card (DNI) No. \_\_\_\_\_, so that, acting in my name and on my behalf, he/she may act and participate in the Annual Meeting of Shareholders / General Meeting of Shareholders of Rimac Seguros y Reaseguros to be held, on first call, on \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ hours and, on second call, on \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ hours.

This proxy authorizes the proxy holder to attend the Annual Meeting of Shareholders / General Meeting of Shareholders of Rimac Seguros y Reaseguros, representing all of my shares, as well as to take part in the discussions and exercise the respective voting rights as indicated below for each of the following proposals:

1. **Matter 1:** \_\_\_\_\_.

<input type="checkbox"/>	For
<input type="checkbox"/>	Against
<input type="checkbox"/>	Abstention

2. **Matter 2:** \_\_\_\_\_.

<input type="checkbox"/>	For
<input type="checkbox"/>	Against
<input type="checkbox"/>	Abstention

3. **Matter 3:** \_\_\_\_\_.

<input type="checkbox"/>	For
<input type="checkbox"/>	Against
<input type="checkbox"/>	Abstention

Sincerely yours,