

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of **KEY INSURANCE COMPANY LIMITED** (hereinafter referred to as “the Company”) will be held as a virtual-only meeting on **Wednesday, June 28, 2023, at 2:00 p.m.** for the following purposes:

ORDINARY BUSINESS

1. To receive the report of the Board of Directors and the Audited Financial Statements for the year ended 31 December 2022 circulated herewith.

To consider and (if thought fit) pass the following resolution: -

RESOLUTION NO. 1

“THAT the Audited Financial Statements for the year ended 31 December 2022 and the reports of the Directors and Auditors circulated with the Notice convening the meeting be and are hereby adopted.”

2. To elect Directors

To consider and (if thought fit) pass the following resolution: -

RESOLUTION NO. 2a

“THAT the following Directors who retire by rotation in accordance with Article 97 of the Company’s Articles of Incorporation and who being eligible, offer themselves for re-appointment be hereby re-appointed.”

- (a) Herma McRae
- (b) Linval Freeman
- (c) Kerry-Ann Heavens

RESOLUTION NO. 2b

“THAT Nichole Case and Ashley-Ann Foster Horne, having been appointed by the Board as Directors in 2022, now retire in accordance with Article 103 of the Company’s Articles of Incorporation and who being eligible, offer themselves for re-appointment be hereby re-appointed.”

3. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors.

To consider and (if thought fit) pass the following resolutions: -

RESOLUTION NO. 3

"THAT PricewaterhouseCoopers, Chartered Accountants, having signified their willingness to serve, continue in the office as Auditors of the Company pursuant to Section 154 of the Companies Act to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

4. To fix the fees of the Directors.

To consider and (if thought fit) pass the following resolution: -

RESOLUTION NO. 4

"THAT the amount shown in the Accounts of the Company for the year ended 31 December 2022 as fees of the Directors for their services as Directors be and is hereby approved."

By Order of the Board



Kerry-Ann Heavens
Corporate Secretary
Dated: May 26, 2023

Instructions Accompanying the Notice:

- 1. Shareholders will be able to register for the Annual General Meeting using their JCSD number via the Company's website at https://keyinsurancejm.com/dashboards/annual_general_meeting_2023. The registration process must be completed in order to gain admission to the meeting.*
- 2. Any shareholder entitled to attend and vote at this meeting is also entitled to appoint one or more proxies to attend and vote on his/her behalf. Such proxies need not be shareholders of the Company. Instruments appointing proxies (a specimen of which has been circulated along with the Company's Annual Report) must include the proxy holder's Taxpayer Registration Number and should be deposited with the Corporate Secretary of the Company at 6c Half Way Tree Road, Kingston 5, not less than 48 hours prior to the meeting.*
- 3. The Proxy Form may also be downloaded from www.jamstockex.com or www.keyinsurancejm.com*