

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 Tuesday, June 21, 2022 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 2021 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 2021 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) Mariame McIntosh Robinson
- (b) Kareem Tomlinson
- (c) Rochelle Cameron

RESOLUTION NO. 2b

“THAT Heather Goldson, having been appointed by the Board as a Director in 2021, now retires in accordance with Article 103 of the Company’s Articles of Incorporation and who being eligible, offers herself 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 2021 as fees of the Directors for their services as Directors be and is hereby approved.”

SPECIAL BUSINESS

5. To amend the Articles of Incorporation of the Company by special resolution.

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

RESOLUTION NO. 5

“THAT pursuant to section 10 of the Companies Act, the Articles of Incorporation of the Company be altered by adding after Article 145, the following Article to be numbered 145A:

“145A. Notwithstanding Article 145 and any other provision of these Articles, a notice or any document to be given by the Company to its members may be given by:

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i) Uploading, publishing, or otherwise making the notice or document available electronically via the Company's website and/or the website of the Jamaica Stock Exchange (for as long as the Company remains a listed company) and/or the website of any other regulator or exchange on which the Company is listed; or

ii) Publishing the notice or document in a daily newspaper printed and circulated in Jamaica.

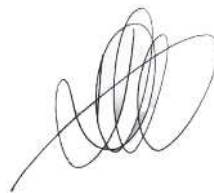
Where a notice or document is given or made available via a website (as provided in sub-clause (i) of Article 145A), service of such notice or document shall be deemed to be effected at the expiration of twenty-four (24) hours after the notice or document is first made available. Any notice or document published in a daily newspaper shall be deemed to be served on the date of publication.

For the purposes of this Article 145A the term "document" shall include notices of General Meetings, resolutions, circulars, proxy forms,

financials including profit and loss accounts, balance sheets and auditor's reports and any other document or information the Company is required to or may decide to give to its members.

By subscribing for and/or holding shares in the Company, each member hereby consents to the provision of notices and other documents electronically as contemplated in this Article 145A."

By Order of the Board



Kerry-Ann Heavens
Company Secretary
Key Insurance Company Limited
Dated: April 29, 2022

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_2022. 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.