

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 electronically via an online platform which can be accessed via our website at www.keyinsurancejm.com on **Wednesday, June 25, 2025, at 2:00 p.m.** for the following purposes:

ORDINARY BUSINESS

RESOLUTION NO. 1

1. To receive the report of the Board of Directors and the Audited Financial Statements for the year ended 31 December 2024 circulated herewith.

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

“THAT the Audited Financial Statements for the year ended 31 December 2024 and the reports of the Directors and Auditors circulated with the Notice convening the meeting be and are hereby adopted.”

RESOLUTION NO. 2

2. To elect Directors

Article 97 of the Company’s Articles of Incorporation provides that at every Annual General Meeting one-third of the directors for the time being or, if their number is not three (3) or a multiple of three (3), the number nearest one-third, shall retire from office. The Directors retiring pursuant to Article 97 are Mrs. Nichole Case, Mrs. Ashley-Ann Foster Horne, and Mrs. Heather Goldson.

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

- i. *“THAT the Directors retiring by rotation and offering themselves for re-election be re-elected en bloc”.*
- ii. *“THAT Mrs. Nichole Case, Mrs. Ashley-Ann Foster Horne and Mrs. Heather Goldson be, and they are hereby re-elected Directors of the Company.”*

RESOLUTION NO. 3

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: -

“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.”

RESOLUTION NO. 4

4. To fix the fees of the Directors.

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

- i. *“THAT the amount shown in the Accounts of the Company for the year ended 31 December 2024 as fees of the Directors for their services as Directors be and is hereby approved.”*
- ii. *“THAT the Corporate Governance Nomination & Compensation Committee of the Board of Directors is authorized until the conclusion of the next Annual General Meeting to fix the fees of the Directors.”*

By Order of the Board



Kerry-Ann Heavens McGill
Corporate Secretary
Dated: April 28, 2025

Instructions Accompanying the Notice for Virtual Attendance:

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_2025. 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*