



**MINUTES OF ANNUAL GENERAL MEETING  
HELD ON WEDNESDAY, OCTOBER 6, 2021 AT 2:30 P.M.  
VIRTUALLY VIA ZOOM PURSUANT TO  
AN ORDER OF THE COURT DATED OCTOBER 21, 2020**

**DIRECTORS IN ATTENDANCE**

Donald Wehby	Chairman
Sandra Masterton	Director
Linval Freeman	Director
Kareem Tomlinson	Director
Mariame McIntosh Robinson	Director
Herma McRae	Director
Rochelle Cameron	Director
Heather Goldson	Director
Kerry-Ann Heavens	Director and Company Secretary
Shareholders	See Appendix 1
Visitors	See Appendix 2

**Call to order, prayer and welcome**

The National Anthem was played following which the Chairman called the meeting to order at 2:30 p.m. and extended a warm welcome to the shareholders. The Company Secretary offered prayers. The Chairman gave the shareholders instructions related to voting during the meeting. He also gave the shareholders instructions related to submitting any questions which they may have during and after the meeting.

**Introduction of Secretary**

The Company Secretary was introduced by the Chairman.

**Confirmation of Quorum**

The Secretary confirmed that the required quorum was present and that the meeting could proceed to business.

**Notice calling the meeting**

The following Resolution was passed on a motion by Mr. Dwayne Lindsay and seconded by Mr. Boyd Bucknor.

*That the Notice of Meeting be taken as read?*

**Chairman's Introductory Remarks**

The Chairman introduced the members of the Board as well as the management team and thanked them for their efforts in making the Company a success.

He gave a brief outline on how the Company has grown since the acquisition by GK in 2020. He also outlined the four strategic drivers on which the Company focused: consumer centricity, operational efficiency, performance driven culture and sustainable growth and innovation. The main focus was on improving the return on equity for the shareholders.

He also outlined the following:

- Plans of improved synergies with the GK Financial Group and even more, the GK Food entity.
- The critical action items of the Company;
- The financial outlook of the Company;
- Company's strategic outlook.

#### **General Manager & CFO Presentation**

The Chairman invited the General Manager and CFO to make a presentation on the Company's performance for the year 2020 and the outlook for 2021 respectively.

The General Manager highlighted the following elements of performance in 2020 as well as the 1<sup>st</sup> quarter of 2021:

- A work from home policy was implemented due to the covid-10 pandemic. Approximately 30% of staff was permanently working from home and 30% on a rotation basis. This increased the Company's IT and online infrastructure.
- A turnaround plan was implemented in Q2 of 2020 and the Company migrated to the Main Market of the JSE and reviewed the underwriting policy.
- Marketing plan was implemented in Q3 of 2022 which resulted in the Company's rebranding. Q3 ended on a Profit Before Tax (PBT) of \$8.08M. The reinsurance arrangement was reviewed and there was now a new reinsurer, Guy Carpenter.
- The first virtual AGM was held in Q4 of 2020 as well as the rights issue to increase the share capital. As a result, the shareholding increased by 296% from 171 in 2019 to 677 in 2020.
- 2020 Q4 ended with the highest reported quarterly PBT since 2016 at \$88.54M.
- The Company created 10 pillars to support initiatives to increase business and profitability;
- A senior legal officer was onboarded to assist with the Company's claims process;
- There was increased performance in Gross Written Premium in motor and non-motor portfolio over prior year;
- Branch operations were reviewed which resulted in improved performance and significant growth in premiums;
- The Company had met all its regulatory requirements.

The CFO's presentation highlighted the following elements of performance in 2020 as well as the 1<sup>st</sup> quarter of 2021:

- As at March 2020, the premiums were down 27%, year over year;
- At the end of 2020, the premiums were up by 2%;
- As a result of the reinsurance arrangements in 2019, the Company recorded a surplus of \$49.3M;
- There was a are marginal increase for motor and non-motor portfolio in 2020 by 1% and 3% year over year respectively;
- There was a 2% marginal growth in premiums year over year against a contraction in the Jamaican insurance industry of 0.2% in 2020. This was attributable to the implementation of growth strategies;
- There was a 72% reduction in premium ceded;

- There was an improved motor loss ratio from 90.7% in 2019 to 61.4% in 2020;
- There was a 21% improvement in net income performance which was attributable to the Company's strategic growth and efficiency thrust;
- Gross premiums grew from \$269.28M in Q1 to \$372.92M in Q4 of 2020 which represented an increase of 38.5%;
- Net premium also grew from \$202.87M in Q1 of 2020 to \$220.89 in Q4 of 2020 which represented a 9% increase;
- Growth in gross and net premiums continued in 2021. In Q1 of 2021, it grew by 54.1% over 2020 Q1 gross premiums;
- 2021 Q2 also saw an increase in gross and net premiums of 34% and 56.7% respectively;
- For the January – June 2021 period, there had been an increase of 42% in the GWP and Net Profit/Loss of 101%.
- The presentation ended with four main points:
  - Revenue increased.
  - The reinsurance structure enabled the Company to retain more.
  - The Claims Loss Ratio was trending in right direction.
  - The Company continued consistently reported profits.

The General Manager highlighted the 2021 performance to date and introduced the management team:

- The Company embraced the theme “Journey to Growth and Profitability”.
- There was significant improvement in the Net Premium Earned, Underwriting Loss and Net Loss.
- Steps were being taken to improve the administrative expenses.
- There had been increased presence in the market.
- Three new products were launched: Biz Product, PPV Protect and Online Portal.
- The Company maintained its corporate status by donating to several initiatives.
- In Q1, the amount of \$668M was raised in capital in addition to the sale of an investment property. As a result, the Company was able to meet the Minimum Capital Test of 250%.
- The Company's outlook for the remainder of the year was mentioned.

The Chairman entertained questions and comments from the shareholders and responses were provided by the Chairman, the GM and the CFO. The questions and comments are attached as Appendix 3 to these minutes. He also indicated that any additional questions should be addressed to the Company's email address [agm@keyinsuranceja.com](mailto:agm@keyinsuranceja.com).

#### **Auditors' Report**

The report of the Auditors which was previously circulated to the members was read by Ms. Gail Moore of PricewaterhouseCoopers (PwC).

#### **Ordinary Resolution No. 1 – Approval of Auditor's Report**

On a motion by Mr. Dale McFarlane and seconded by Mr. Wayne Thorpe, the following resolution was passed unanimously:



*THAT the Audited Financial Statements for the year ended 31 December 2020 and the reports of the Directors and Auditors circulated with the Notice convening the meeting be and are hereby adopted.*

**Ordinary Resolution No. 2 – Approval for the Re-Election of Directors retiring pursuant to Article 97**

On a motion by Mrs. Heather Bowie and seconded by Mr. Wayne Thorpe, the members unanimously agreed to the following resolution:

THAT the following Directors who retire by rotation in accordance with Section 97 of the Amended Articles of Incorporation and who being eligible, offer themselves for re-appointment, be hereby re-appointed."

- (a) Herma McRae
- (b) Donald Wehby
- (c) Linval Freeman

**Ordinary Resolution No. 3 – Appointment of Auditors**

On a motion by Mr. Jevaghn Clarke and seconded by Mr. Mark Richards, the following resolution was passed unanimously:

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.

**Ordinary Resolution No. 4 – Directors' Remuneration**

On a motion by Mr. Dwayne Lindsay and seconded by Mr. Dain Dixon, the following resolution was passed unanimously:

THAT the amount shown in the Accounts of the Company for the year ended 31 December 2020 as fees of the Directors for their services as Directors, be and is hereby approved."

**Termination**

There being no further business, the Chairman terminated the meeting at 4:13 p.m. and thanked those in attendance for their continued interest and support.

SIGNED:

CHAIRMAN.....

DATE..... July 21, 2022 .....

**APPENDIX 1**

**List of Shareholders in attendance**

1.	Liliana Cisneros	24.	Pierre Gordon
2.	Gordon Allen	25.	Steven Jackson
3.	Solid Life and General Insurance Brokers Ltd.	26.	Marathon Insurance Brokers Limited
4.	Richard Pryce	27.	David Rose
5.	Asheba Grant	28.	Adam Jones
6.	Andrew Stafford	29.	Gavin Wizzard
7.	Teisha Mattison	30.	Gregg Sturridge
8.	Boyd Bucknor	31.	Kamari Bedward
9.	Chrislyn Winter	32.	Tarec Thomas
10.	Dwayne Lindsay	33.	Zackary Fray
11.	Nicholas Bennett	34.	Sashaun Falloon
12.	Wayne Thorpe	35.	Joan Blake
13.	Gerald McKoy	36.	Dwight Jackson
14.	Jevaughn Russell	37.	Sophia Phillipps
15.	Dale McFarlane	38.	Nicholos Spence
16.	Heather Bowie	39.	Shannan Miller
17.	Dain Dixon	40.	Mickayle Riley
18.	Oral masters	41.	Mark Richards
19.	Marcia E A Campbell	42.	Dacorie Smith
20.	Bradley James	43.	David Clayton
21.	Sophia Facey	44.	Jevaughn Clarke
22.	Carlene Isaacs	45.	Lascelles Hugh Watson
23.	Shanice Graham	46.	Lorna Gouldbourne

- 47. Marvette Lewis
- 48. Leonette Simpson-Gordon
- 49. Sani Lindo
- 50. Omar Roache
- 51. Faith Daley
- 52. Natasha Geohagen

**APPENDIX 2**

**List of Visitors in attendance**

1.	Tammara Graves-Hucey	General Manager, Key
2.	Stuart Andrade	CFO, Key
3.	Gail Moore	Partner, PricewaterhouseCoopers (PwC)
4.	Steven Whittingham	COO, GKFG
5.	Grace Burnett	CEO, GKFG
6.	Gail Moss-Solomon	General Counsel & Chief Corporate Secretary, GKL
7.	Kaydene DeSilva	Senior HR Officer, Key
8.	Andrew Dunkley	Operations Manager, Key
9.	Napair McLeary	Business Development Manager, Key

**APPENDIX 3**  
**Question & Answer Segment**

	Questions	Answers
1.	What percentage of Key Insurance's staff has been vaccinated against Covid-19 and is there plan to mandate vaccination among the staff?	<p>The Chairman indicated that the GraceKennedy Group, with Key being a part of it, had a vaccination blitz in September 2021, which went extremely well. There is another blitz scheduled for October 2021. Currently there are no plans in place to mandate vaccination amongst the staff, however, there is currently a policy being drafted by GraceKennedy and as soon as it is finalized, the Company will be able to respond further. Frequent seminars and meetings were held to educate staff on the benefits of the vaccine and for them to air their concerns.</p> <p>The General Manager indicated that currently approximately 49% of staff were vaccinated, 30% worked from home permanently and 30% worked on a rotation basis.</p>
2.	Can we expect a merger of Key and GKGI?	The Chairman indicated that there are no plans at this time to merge the entities and they would continue to operate separately. Currently looking into synergies related to re-insurance or technology to increase the operating efficiency of both companies.
3.	At what point does the Company foresee to pay dividends?	<p>The Chairman indicated the Company continues to monitor its financial position and cash flow to be able to identify the appropriate time to pay dividends.</p> <p>The Company continues to improve retained earnings to increase capital over time. Once the Company is in a position, the Board will consider declaring dividends at that time.</p>
4.	It was noted that the Company performed exceptionally well in fourth quarter of 2020 with PBT of \$88.5M. Can we expect a similar performance in 2021 Q4?	The CFO indicated that Management is very optimistic about the performance of the Company and has consistently exceeded its quarter over quarter profits. Currently, the company does not foresee any reason not to outperform the prior year's performance.
5.	As a new shareholder, I would like to be convinced related to staying onboard with Key insurance and purchasing new shares.	<p>The Chairman indicated that the best is yet to come for the Company based on the year over year growth and the strategic pillars in place: sustainable growth and innovation, consumer centricity, performance driven culture and internal processes. The share price has seen a 30% increase, which ultimately benefits the shareholders.</p> <p>The General Manager reassured the shareholders that the Company intends to remain in the market and</p>



		that it continues to work towards the growth and profitability of the Company to be able to increase the shareholder's value.
6.	Why aren't directors invested in the Stock? Directors buying the stock is always a good indication of the belief that the share value will appreciate in the future.	The Chairman indicated that while the directors are not currently invested in the Company's shares, this will be remedied soon as it was a good indication of their belief in the Company.
7.	What's happening with the MCT ratio? Has the company been able to meet the FSC's target of 250% or more?	The Chairman indicated that the Company has been meeting the MCT since March 2021.
8.	Currently Key can invest no more than JMD600mil based on its cash position so as not to fall below the regulatory MCT of 250%. Is Key mulling another rights issue to further bolster its investment portfolio? This would be great for the Company and shareholders.	The Chairman indicated that the Company is not considering another rights issue at this time. The internal generated profits will allow for the Company's growth. If market conditions change, this is a topic that can be revisited.
9.	What's the plan for 2022 to improve core earnings and grow premiums?	The General Manager indicated that for 2022, the Company intended to maximize on those areas of the portfolio that will help to increase the market share. The Third-Party book of business has seen a 65% increase and this will be an area which the Company intends to capitalize on. The Company also intends to grow the motor, public passenger, non-motor and property offerings as there have been growth in those areas as well. The Company will continue to utilize all avenues to strengthen its position in 2022 based on the strategies to be executed.
10.	What is Travel Insurance?	The General Manager indicated that Travel Insurance was for persons who were travelling and provided coverage up to USD\$150,000.00 for health issues, baggage loss and delayed trips. This will be offered online for 2022 as the Company realized the importance of having it readily available to customers.
11.	With Key now in the green for the MCT level, how do you plan to integrate it into the GK group to capitalize on those synergies and expand Key's reach?	<p>The Chairman indicated that currently technology and Reinsurance were the focus. For technology, one platform was being created for both Key Ins and GKGI. For Reinsurance, negotiation was being done on a group scale. This was being done for Key Ins, GKGI, and the insurance companies in the Easter Caribbean.</p> <p>Related to consumer centricity, cross selling was being considered with Hi Lo. The key was to have growth for both businesses within the GK Group. The company will continue to look at the synergies to maximize shareholder value for Key and the wider GK Group.</p>

		Recently, a digital transform plan was created which will create a hassle-free technology driven experience when doing business with Key.
12.	Where in the original GK plan have you reached with Key?	The Chairman indicated that the plans were on track. The Company was profitable with a growth of 42%, which was considered good given the Covid-19 pandemic.
13.	Will there be a greater focus on investments to supplement the gap in insurance probability?	The Chairman indicated investment is a key profitability driver. The focus is on the core business which is to ensure that Underwriting performance is profitable. Maximizing on investments follows, which is managed by the Company's robust Investment Committee and the CFO.
14.		
15.		