



**MINUTES OF THE ANNUAL GENERAL MEETING  
OF KEY INSURANCE COMPANY LIMITED  
HELD VIRTUALLY ON TUESDAY, JUNE 21, 2022 AT 2:00 P.M.**

**PRESENT IN PERSON**

Donald Wehby	Chairman
Kerry-Ann Heavens	Director and Company Secretary
Sharon Prendergast	Assistant Company Secretary
Tammara Glaves-Hucey	General Manager
Stuart Andrade	Chief Financial Officer
Edward Willie	Senior IT Administrator
Gail Moore	Auditor, PwC

**PRESENT VIRTUALLY**

Heather Goldson	Director
Herma McRae	Director
Kareem Tomlinson	Director
Linval Freeman	Director
Mariame McIntosh Robinson	Director
Rochelle Cameron	Director
Sandra Masterton	Director
Shareholders in attendance	See Appendix 1

**Call to order, prayer and welcome**

The National Anthem was played following which the Chairman called the meeting to order at 2:00 p.m. and extended a warm welcome to the shareholders. The Assistant Company Secretary offered prayers.

**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.

**Protocols**

The Secretary explained the meeting protocols and gave the shareholders instructions related to voting during the meeting. She also gave the shareholders instructions related to submitting any questions which they may have during and after the meeting.

The Secretary noted that thirty (30) minutes had been allotted for the question and answer segment and indicated that time permitting, all questions would be answered.

**Ordinary Resolution No. 1 - Notice convening the meeting**

The following Resolution was passed on a motion by Mr. Steven Whittingham and seconded by Ms. Carlene Isaacs.

“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 noted that since the acquisition by GK in 2020, one of the main areas of focus was on Corporate Governance, which the literature noted was a major contributor to increasing shareholders’ value. Directors’ training and engagement was a main focus in that regard, in addition to revising the Company’s Corporate Governance Code. The first formal annual board evaluation was also conducted in 2021 and the Company obtained an “A” on its performance. He also noted that going forward, the Company would release its Audited Financials within 60-days of its financial year end.

In keeping with GK’s vision since the takeover, the Chairman reported that the Company made significant improvements in its profitability with a 153% increase. In 2021, shareholders’ equity also increased by JMD\$816M. The execution of the strategic drivers continued to drive the Company’s success.

**General Manager & CFO Presentation**

The Chairman invited the General Manager (GM) and Chief Financial Officer (CFO) to make a presentation on the Company’s performance for the year 2021 and the outlook for 2022 respectively.

The GM highlighted the following elements of performance in 2021:

- The team members were acknowledged for their performance and contribution to the Company’s ongoing success.
- 2021 was a successful year for the Company. Q1 saw a successful Rights Issue, which assisted the Company in meeting and exceeding its MCT ratio. It also saw the introduction of new products and services and the Gross Written Premium (GWP) increased by 54% over prior year. Q2 saw an increase in GWP of 34% over prior year as well as the launch of the online portal and an increase in underwriting performance by 83%.
- Q3 saw an increase in GWP of 28% over prior year and outperformed the 2020 Profit Before Tax (PBT). Q4 also saw an increase in GWP of 30% over prior year and the Company recorded the first full year profit since 2017.
- As a part of its Corporate Social Responsibility, 9 tablets were donated to children of 6 families in parishes where branches were located and \$100,000.00 was donated to the Best Care Foundation.
- The Company had met all its regulatory requirements.

The CFO highlighted the following elements of performance in 2021:

- In 2021, the Company recorded the highest profit and revenue over the last 10 years.

- GWP increased by 34% over prior year and Net Written Premium (NWP) increased by 40% over prior year. The reinsurance arrangement was restructured which ceded less at 31%, compared to 34% in 2020.
- Net Claims Incurred increased by 5% while the Net Claims Ratio was reduced by 25%. There was PBT increase of 153%. The Company outperformed PBT in every quarter in 2021.
- Motor premiums grew by 38% while non-motor premiums grew by 22%.

The GM highlighted the following elements of performance for the 1<sup>st</sup> quarter of 2022:

- For 2022, the Company will continue to focus on the four strategic pillars to drive its growth.
- GWP grew by 21% over prior year, Net Premium Earned grew by 40%, Underwriting loss declined by 57% and New Profit grew by 197%.
- For 2022, the Company will continue to increase its presence on social media as a part of its marketing strategy. It also intends to improve its operations and claims administration process.
- 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 2 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) and a response would be provided thereafter.

#### **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. 2 – Approval of Auditor's Report**

On a motion by Mr. David Rose and seconded by Ms. Judith Evans, the following resolution was unanimously passed:

“THAT the Audited Financial Statements for the year ended 31 December 2021 and the reports of the Directors and Auditors circulated be and is hereby adopted.”

#### **Ordinary Resolution No. 3 – Approval for the Re-Election of Directors retiring pursuant to Article 97**

On a motion by Mr. Dwayne Lindsay and seconded by Ms. Carlene Isaacs, the members unanimously agreed to the following resolution:

“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”

**Ordinary Resolution No. 4 – Approval for the Re-Election of Directors retiring pursuant to Article 103**

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

“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.”

**Ordinary Resolution No. 5 – Appointment of Auditors**

On a motion by Ms. Liliana Cisneros and seconded by Ms. Asheba Grant, 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. 6 – Directors’ Remuneration**

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

“THAT the amount shown in the Accounts of the Company for the year ended 31 December 2021 as fees for the Directors for their services as Directors, be and is hereby approved.”

**Special Resolution No. 7 – Altering the Articles of Incorporation**

On a motion by Mr. Dwayne Lindsay and seconded by Ms. Carlene Isaacs, the following resolution was passed unanimously:

“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:

- 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."

**Termination**

There being no further business, the Chairman terminated the meeting at 4:30 p.m. and thanked those in attendance for their continued interest and support.

SIGNED:

CHAIRMAN... *W. J. Wemy* .....

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

**APPENDIX 1**

**List of Shareholders in attendance**

1. Allison Mais
2. Asheba Grant
3. Carlene Isaacs
4. David Rose
5. Dwayne Lindsay
6. Heather Bowie
7. Judith Evans
8. Kareem Tomlinson – Proxy (JMMB SL & JMMB Fund Managers Limited T1)
9. Kerri-Ann Mew – Proxy (GK Capital Management Limited)
10. Liliana Cisneros
11. Marvette Lewis
12. Steven Whittingham – Proxy (GraceKennedy Financial Group Limited)

**APPENDIX 2**  
**Question & Answer Segment**

	Questions	Answers
1.	Are there any plans to enhance the Key logo so that it has a more modern look?	The Chairman indicated that an internal committee would be formed within the Company to review the logo and provide feedback.
2.	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 MCT Ratio was currently 286.14%, which exceeded the FSC's target.
3.	Given that GKFG is a major player in the insurance industry and recently acquired Scotia Insurance Eastern Caribbean Limited (SIECL), is there a merger in place for the future?	The Chairman indicated that SIECL, renamed GK Life Insurance Eastern Caribbean Limited, is a life insurance company. As such, there were no plans to merge with Key. However, GK has other insurance companies in the EC, and would be looking to see whether any mergers or backroom synergies could take place to further drive shareholders' value.
4.	At what point does the Company foresee to pay dividends?	The Chairman indicated that the Company continued to monitor its financial position and cash flow to be able to identify the appropriate time to pay dividends.  However, given the turnaround in 2021, the Company would now annually review whether dividends could be paid. The first exercise would be done by the end of this year.
5.	What gave rise to the significant rise in profit in Q4 of 2020 and 2021?	The CFO indicated that this was due to an actuarial review which was usually done annually in Q4. The loss ratio had improved in 2020 while in 2021 it was a combination of the loss ratio improvement and reinsurance structure.
6.	Will Mrs. McIntosh Robinson remain on the Board despite demitting the GK executive office?	The Chairman confirmed that Mrs. McIntosh Robinson would demit office on July 15, 2022. The Board would thereafter have a discussion on the way forward and inform the JSE of her replacement once a decision was made.
7.	Can Mr. Andrade speak to IFRS 17 and its implementation and if there is a quantifiable impact of shareholders' equity on the Company's P&L?	The CFO indicated that the Company was at an advanced stage and was currently conducting an impact analysis. Once the review was complete, the results would be shared with the Board. The Company would however be ready for the January 1, 2023 implementation date.
8.	Can the motor sports and renewable energy products be addressed in more quantifiable detail? Also, were any products revamped recently?	The GM indicated that the correct name was water sports liability and it covered the liability of water sports operators, for eg, water sports activities such as glass bottom boat tours.

		<p>For solar energy, it was geared towards persons adding solar panels to their residential or commercial premises. Coverage was provided for the panels and/or contractors/service providers who installed/provided them.</p> <p>The products were introduced in May 2022 and as such, she was not in a position to confirm the premiums generated thus far.</p>
9.	Was the appointment of Ms. Cameron as lead independent director a part of the improvement to governance internally?	The Chairman confirmed that this was the case based on discussions with the Board.
10.	What was Key Insurance Company Limited's JSE Corporate Governance Index score and why did Key not permit the JSE to publish the score?	The Company Secretary indicated that this matter was currently being reviewed as the score was not received. A response would be provided once received.
11.	Could the GM speak to the short end part of the motor claims risk and the potential funding gap?	The GM indicated that there was an increase in frequency of motor claims especially since the removal of the DRM Act. The Company continued to review the books to ensure that all the legitimate claims were honoured and expenses managed.
12.	Can you speak more to the technologies Key is considering including a possible mobile app?	<p>The GM indicated that steps were being taken to improve the website and online portal.</p> <p>A WhatsApp Chat Bot was also recently released for customers to forward their queries to the team.</p> <p>A mobile app was under development and would be launched later this year as the Company continued to explore opportunities to improve efficiency and enhance communication with customers.</p>