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JUBILEE HOLDINGS LIMITED NOTICE OF THE 86TH ANNUAL GENERAL MEETING

Notice is hereby given that pursuant to Articles 49, 49A, 133A & 133B of the Company's Articles of Association, the 86th Annual General Meeting of the Shareholders will be held by way of a Virtual Meeting on **Tuesday, 25th June 2024 at 11:00 a.m.** to conduct the following business:

ORDINARY BUSINESS

- To consider and, if thought fit, adopt the audited consolidated financial statements for the year ended 31st December 2023 together with the reports of the Chairman, Directors and Auditor thereon.
- To confirm the payment of the interim dividend for the year 2023 of Kes 2.00 per share paid on 11th October, 2023 and approve the payment of a final dividend for the year 2023 of Kes 10.00 per share and a special dividend of Kes 2.30 per share to be paid on 25th July 2024 to Shareholders registered as at 25th June 2024.
- Election of Directors:
 - To elect Ms. Rosemin Bhanji who was appointed by the Board on 29th May 2024 as an Independent Non Executive Director in accordance with Article 90 of the Company's Articles of Association and who being eligible, offers herself for re-election.
 - To elect Mr. Amyn Lalji who was appointed by the Board on 29th May 2024 as a Non Executive Director in accordance with Article 90 of the Company's Articles of Association and who being eligible, offers himself for re-election.
 - To note that Mrs. Jane Mwangi retires by rotation in accordance with Articles 85 & 86 of the Company's Articles of Association and does not offer herself for re-election;
 - To note that Mr. Ashif Kassam retires by rotation in accordance with Articles 85 & 86 of the Company's Articles of Association and does not offer himself for re-election;
 - To note that Mr. Nizar Juma retires by rotation in accordance with Articles 85 & 86 of the Company's Articles of Association and does not offer himself for re-election;
 - To note the retirement of Mr. Shabir Abji from the Board.
- In accordance with the provisions of Sec. 769 of the Companies Act, 2015, the following Directors being members of the Board Audit and Compliance Committee be confirmed to serve as members of the said Committee:
 - Mr. Owen Koimbari
 - Mr. John Metcalf
 - Akbar Poonawala
- To approve the Directors' Remuneration Report for the year ended 31st December 2023 and authorize the Board to set the Directors' remuneration.
- To appoint KPMG Kenya as auditors in accordance with Section 721(2) of the Companies Act in place of PricewaterhouseCoopers LLP whose term of service has come to an end in line with the Company's policy on rotation of external auditors and to authorise the Directors to fix their remuneration for the ensuing financial year.

BY ORDER OF THE BOARD

Margaret Kipchumba
Company Secretary
29th May 2024

Notes:

Pursuant to the Companies Act, 2015 (as amended by The Business Laws (No.2) Act, 2021 and Article 49A of the Company's Article of Association, the AGM shall be conducted as a Virtual Meeting. The Annual Report and full financial statements are available on the Company's website and may be obtained from the Company Secretary at the registered office of the Company.

1. Registration for AGM:

- Any shareholder wishing to follow the Virtual meeting should register for the AGM by dialling *483*890# for all mobile networks and following the various prompts regarding the registration process. Any shareholder outside Kenya can send their request to jhlagm@image.co.ke
- In order to complete the registration process, Shareholders will need to have their ID/Passport Numbers which they used to purchase their shares and/or their CDSC Account Number at hand. For assistance, please dial the following helpline number: 0709170000 from 9.00 a.m. to 4.00 p.m. on any business day.
- Registration for the AGM opens on 31st May 2024 at 11:00 a.m. and will close on 24th June 2024 at 10:00 a.m.

2. Material for the AGM

The following documents may be viewed on the Company's website at www.jubileelifeinsurance.com:

- AGM Notice and the proxy form.
- Company's Annual Report and full financial statements for the year 2023.

3. Questions regarding the AGM and the financials:

- Shareholders wishing to raise any questions or clarifications regarding the business of the AGM may do so by:
 - sending their written questions by email to jhlagm@image.co.ke; or
 - physically delivering their written questions with an email address to the registered office of the Company at Jubilee Insurance Centre, Wabera Street or Image Registrars offices at 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street.
 - Shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialling the USSD code above and selecting the option "Ask Question" on the prompts.
 - During the AGM, shareholders can send their questions by using the "Questions" tab on their livestream link.
- Shareholders must provide their details (full names, ID or Passport Number/CDSC Account Number) when submitting their questions.
 - All questions and clarification received by the Company by Wednesday 19th June 2024 at 11:00 a.m. will be responded to by 24th June 2024. A full list of all questions received and the answers thereto will be published on the Company's website.

4. Proxy Form:

- In accordance with Sec. 298(1) of the Companies Act, 2015 Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf.
- A proxy need not be a member of the Company but if not the Chairman of the AGM, the proxy will need access to a mobile telephone.
- Physical copies of the proxy form are available at the Image Registrars Limited offices, at Jubilee Insurance Centre and on the Company's website.
- A proxy must be signed by the appointor or his/her attorney duly authorized in writing, or, if the appointor is a company, either under seal, or under the hand of an officer or attorney duly authorized by the company. A completed form of proxy should be emailed to jhlagm@image.co.ke or delivered to Image Registrars Limited at the address given above, so as to be received no later than 11:00 a.m. on 21 June 2024.
- Any person appointed as a proxy should submit his/her mobile telephone number to the Company on the proxy form. Any proxy registration that is rejected will be communicated to the Shareholder concerned through the email address provided no later than 11:00 a.m. on 21 June, 2024.

5. Participation at AGM through Live Stream:

- The AGM will be streamed live via a link which shall be provided to all Shareholders who will have registered to participate in the AGM. Duly registered Shareholders and proxies will receive a short message service SMS/USSD prompt on their registered mobile numbers, 24 hours prior to the AGM as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM.
- Duly registered Shareholders and proxies may follow the proceedings of the AGM using the livestream platform and may vote when prompted by the Chairman via the USSD prompts.
- Results of the AGM voting shall be published on the Company's website within 24 hours following the conclusion of the AGM.