

# Jubilee

HOLDINGS

## PROXY

I/WE \_\_\_\_\_

Share A/c No \_\_\_\_\_

of (Address) \_\_\_\_\_

being a member (s) of **Jubilee Holdings Limited**, hereby appoint:

\_\_\_\_\_

or failing him/her, the duly appointed Chairman of the Meeting, to be my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Tuesday, 25<sup>th</sup> June 2024** at **11.00 a.m.** and at any adjournment thereof.

As witness I/We lay my/our hand (s) this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signature \_\_\_\_\_

Signature \_\_\_\_\_

**Please clearly mark the box below to instruct your proxy how to vote**

RESOLUTIONS	FOR	AGAINST	WITHHELD
<b>ORDINARY BUSINESS</b>			
1. To consider and, if thought fit, to adopt the audited consolidated financial statements for the year ended 31 <sup>st</sup> December 2023 together with the reports of the Chairman, Directors, and Auditor thereon.			
2. To confirm the payment of the interim dividend for the year 2023 of KES 2.00 per share paid on 11 <sup>th</sup> October 2023.			
3. To ratify 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 25 <sup>th</sup> July 2024 to Shareholders registered as at 25 <sup>th</sup> June 2024.			
4. To elect Ms. Rosemin Bhanji who was appointed by the Board on 29 <sup>th</sup> 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.			
5. To elect Mr. Aryn Lalji who was appointed by the Board on 29 <sup>th</sup> 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			

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6. In accordance with the provision of Sec.769 of the Companies Act, 2015, the following Directors being members of the Board Audit & Compliance Committee be confirmed to serve as members of the said Committee:  Mr. Owen Koimburi Mr. John Metcalf Mr. Akbar Poonawala			
7. To approve the Directors' Remuneration Report for the year ended 31 December 2023 and authorize the Board to set the Directors' remuneration.			
8. 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.			

## ELECTRONIC COMMUNICATIONS CONSENT FORM

### Please complete in BLOCK CAPITALS

**Full name of Proxy(s):** \_\_\_\_\_

**Address:** \_\_\_\_\_

**Mobile Number:** \_\_\_\_\_ **Email Address:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

Please tick **ONE** of the boxes below and return to Image Registrars at P.O. Box 9287 - 00100 Nairobi, 5<sup>th</sup> floor, Absa Towers (formerly Barclays Plaza), Loita Street:

### Approval of Registration

I/WE approve to register to participate in the virtual Annual General Meeting to be held on 25th June 2024

### Consent for use of the Mobile Number provided

I/WE would give my/our consent for the use of the mobile number provided for purposes of voting at the AGM.

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### 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:

- i. Any shareholder wishing to follow the Virtual meeting should register for the AGM by dialing USSD Code \*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](mailto:jhlagm@image.co.ke)
- ii. 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 CDS Account Number at hand. For assistance, please dial the following helpline number: 0709170000 from 9 a.m. to 4 p.m. on any business day.
- iii. Registration for the AGM opens on **31<sup>st</sup> May 2024 at 11.00 a.m.** and will close on **24<sup>th</sup> 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.jubileeinsurance.com](http://www.jubileeinsurance.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:

- i. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
  - sending their written questions by email to [jhlagm@image.co.ke](mailto: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 office at 5th floor, Absa Towers (formal Barclays Plaza), Loita Street.
  - Shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialing 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.
- ii. Shareholders must provide their details (full names, ID/ Passport Number/ CDS Account Number) when submitting their questions.
- iii. All questions and clarifications received by the Company by Wednesday 19<sup>th</sup> June 2024 at 11.00 a.m. will be responded to by 24<sup>th</sup> June 2024. A full list of all questions received, and the answers thereto will be published on the Company's website.

#### 4. Proxy Form:

- i. 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.
- ii. 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 phone.
- iii. Physical copies of the proxy form are available at Image Registrars Limited offices, at Jubilee Insurance Centre and on the Company's website.
- iv. A proxy form must be signed by the appointer or his/her attorney duly authorized in writing, or, if the appointer is a company, 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](mailto:jhlagm@image.co.ke) or delivered to Image Registrars Limited at the address given above, so as to be received not later than 10.00 a.m. on 24<sup>th</sup> June 2024.
- v. Any person appointed as a proxy should indicate 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 10.00 a.m. on 24<sup>th</sup> June 2024.

#### 5. Participation at AGM through Live Stream:

- i. 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.
- ii. 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.
- iii. Results of the AGM voting shall be published on the Company's website within 24 hours following conclusion of the AGM.