

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 15th December 2020** and at any adjournment thereof.

As witness I/We lay my/our hand (s) this _____ day of _____ 2020.

Signature _____

Signature _____

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

RESOLUTIONS	FOR	AGAINST	WITHHELD
ORDINARY BUSINESS			
1. To consider and, if thought fit, to adopt the audited consolidated financial statements for the year ended 31 st December 2019 together with the reports of the Chairman, Directors and Auditor thereon.			
2. To ratify the payment of the interim dividend for the year 2019 of KES 1.00 per share made on 7th October, 2019.			
3. To ratify the payment of a final dividend for the year 2019 of KES 8.00 per share paid on 24th July, 2020 to Shareholders registered as at 30th June, 2020.			
4. Mr. Sultan Allana, a Director retiring by rotation, and being eligible, offers himself for re-election in accordance with Article 86 Company's Articles of Association.			
5. Mrs. Jane Mwangi, a Director retiring by rotation, and being eligible, offers herself for re-election in accordance with Article 86 Company's Articles of Association.			
6. Mr. Zul Abdul, a director retiring by rotation, and being eligible, offers himself for re-election in accordance with Article 86 Company's Articles of Association.			
ORDINARY BUSINESS	FOR	AGAINST	WITHHELD

<p>7. The following Directors being members of the Board Audit & Compliance Committee be confirmed to continue to serve as members of the said Committee:</p> <p>Mr. Zul Abdul Mr. Juma Kisaame Mr. John Metcalf Mr. Ashif Kassam</p>			
<p>8. To approve the Directors' Remuneration Report for the year ended 31 December 2019 and authorize the Board to set the Directors' remuneration.</p>			
<p>9. To note that the independent auditors, PricewaterhouseCoopers, will continue in office in accordance with Sec. 721 of the Companies Act, 2015 and to authorise the Directors to set their remuneration.</p>			
<p>SPECIAL BUSINESS</p>			
<p>To consider and, if thought fit, pass the following resolution as a Special resolution:</p> <p>To amend the Articles of Association of the Company by inserting a new Article 49A immediately after Article 49 to read as follows:</p> <p>10. "49A Notwithstanding the provisions of Article 49, the Members, may if they think fit, or if the Directors notify them that such is the manner in which any particular meeting will be held, confer or hold a general meeting by way of radio telephone, close circuit television, video conferencing or other electronic, digital or audio/visual communication, or in a combination of any of such means ("virtual meeting"). Notwithstanding that the members are not present together in one place at the time of the virtual meeting, a resolution passed by the Members constituting a quorum at such a meeting shall be deemed to have been passed at a General Meeting held on the day on which and at the time at which the virtual meeting was held. The provisions relating to proceedings of General Meetings shall apply in so far as they are capable of application mutatis mutandis to such virtual meeting. Such a virtual meeting shall be deemed to have been held at the registered office of the Company."</p>			
<p>RESOLUTIONS</p>	<p>FOR</p>	<p>AGAINST</p>	<p>WITHHELD</p>

<p>To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:</p> <p>11. That subject to all statutory and regulatory approvals being obtained, the sale by the Company and/or its wholly owned investment subsidiaries of the following shares in the below listed Target Companies, to Allianz Africa Holding GmbH ("Allianz"), be approved:</p> <ul style="list-style-type: none"> a. Sixty-six percent (66%) shareholding of Jubilee General Insurance Limited in Kenya; b. Fifty-one percent (51%) shareholding of The Jubilee Insurance Company of Burundi S.A; c. Thirty-one percent (31%) shareholding of The Jubilee Insurance Company of Uganda Limited (JU); and d. Fifty-four decimal one five percent (54.15%) shareholding of Jubilee Insurance (Mauritius) Limited. <p>AND FURTHER, the shareholders hereby approve that following the sale of the aforesaid shares in the Target Companies, the Target Companies shall no longer be subsidiaries of JHL.</p>			
<p>12. That the incorporation of a new subsidiary in Tanzania in preparation for the separation of the short-term general insurance business (P&C business) of The Jubilee Insurance Company of Tanzania Limited (JICT), to be transferred to the new subsidiary leaving JICT as a medical insurer only be ratified, and the sale thereafter of Thirty-six percent (36%) shareholding in the new subsidiary to Allianz on the understanding that the new subsidiary will no longer be a subsidiary of JHL following completion of the sale, be approved.</p>			
<p>13. That the incorporation of a new subsidiary in Uganda in preparation for the separation of the health insurance business currently operated by The Jubilee Insurance Company of Uganda Limited (JU) to be transferred to the new subsidiary leaving JU to operate P&C business only, be ratified.</p>			

ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in BLOCK CAPITALS

Full name of Proxy(s): _____

Address: _____

Mobile Number

Date: _____

Signature: _____

Please tick **ONE** of the boxes below and return to Image Registrars at P.O. Box 9287-00100 Nairobi, 5th 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 10.11.2020

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.

Notes:

1. If a member is unable to attend personally, this Proxy Form should be completed and returned to reach the Company's share registrar, **Image Registrars Limited**, 5th Floor, Barclays Plaza, Loita Street, P.O. Box 9287, GPO 00100, Nairobi, or via email to **info@image.co.ke** to arrive not later than **11:00 a.m. on 8th December 2020** i.e. 48 hours before the meeting or any adjournment thereof.
2. In case of a member being a corporate body, the Proxy Form must be under its common seal or under the hand of an officer or duly authorized attorney of such corporate body.
3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words "the Chairman of the Meeting or" and insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.
4. A "vote withheld" option has been included on the form of proxy. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.