



PROXY FORM

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 **Wednesday 22 June 2022** and at any adjournment thereof.

As witness I/We lay my/our hand (s) this _____ day of _____ 2022.

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 December 2021 together with the reports of the Chairman, Directors and Auditor thereon.			
2.	To ratify the payment of the interim dividend for the year 2021 of Kes 1.00 per share made on 11 October 2021.			
3.	To approve the payment of a final dividend for the year 2021 of Kes 8.00 per share to be paid on 26 July 2022 to Shareholders registered as at 22 June 2022.			
4.	To approve the payment of a special dividend of Kes 5.00 per share to be paid on 26 July 2022 to Shareholders registered as at 22 June 2022.			
5.	To elect Directors:			
	(i) To elect Mr. Owen Koimburi who retires in accordance with Article 90 of the Company's Articles of Association, this being his first AGM.			
	(ii) To re-elect Mrs. Jane Mwangi who retires by rotation under Articles 85 & 86 of the Company's Articles of Association & who being eligible offers herself for re-election.			
	(iii) To re-elect Mr. Nizar Juma, who retires by rotation under Articles 85 & 86 of the Company's Articles of Association, and being eligible, offers himself for re-election.			



	(iv) To re-elect Mr. Zul Abdul who has attained the age of 70 year and retires pursuant to the CMA Code of Corporate Governance and being eligible, offers himself for re-election.			
6.	The following Directors being members of the Board Audit & Compliance Committee be confirmed to continue to serve as members of the said Committee in accordance with Sec. 769 of the Companies Act, 2015: (i) Mr. Zul Abdul (ii) Mr. John Metcalf (iii) Mr. Owen Koimburi			
7.	To approve the Directors' Remuneration Report for the year ended 31 December 2021 and authorize the Board to set the Directors' remuneration.			
8.	To note that the independent auditors, PricewaterhouseCoopers LLP, will continue in office in accordance with Sec. 721 of the Companies Act, 2015 and to authorise the Directors to set their remuneration for the year ending 31 st December 2022.			
SPECIAL BUSINESS				
	To consider and, if thought fit, pass the following resolution as an Ordinary resolution: "That the incorporation of JHL Properties Limited as a wholly owned subsidiary of Jubilee Holdings Limited be and is hereby ratified."			

ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in **BLOCK CAPITALS**

Full name of Proxy: _____

Mobile Number: _____

Date: _____

Signature: _____

Please tick **ONE** of the boxes below and return to Image Registrars at jhlagm@image.co.ke or deliver to Image Registrars Limited 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street or at Jubilee Insurance House:

Approval of Registration

I/WE approve to register to participate in the virtual Annual General

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Meeting to be held on 22 June 2022

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

Pursuant to the Companies Act, 2015 (as amended by The Business Laws (Amendment) (No. 2) Act, 2021 and Article 49A of the Company's Articles 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 *483*394# 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
- (ii) In order to complete the registration process, Shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDS Account Number at hand. For assistance, please dial the following helpline number: 0709170000 from 9am to 3pm on any business day.
- (iii) Registration for the AGM opens on 31 May 2022 at 11:00 a.m. and will close on 20 June 2022 at 11:00 a.m.

2. Material for the AGM

In accordance with Sec. 283 (2) (c) of the Companies Act, 2015, the following documents may be viewed on the Company's website at www.jubileeinsurance.com:

- a copy of this Notice and the proxy form.
- Company's Annual Report and full financial statements for the year 2021.

3. Questions regarding the AGM and the financials:

- (i) Shareholders wishing to raise any questions or seeking clarifications regarding the AGM and the financials, may do so by:
 - sending their written questions by email to jhlagm@image.co.ke; or
 - to the extent possible, physically delivering their written questions with an email address to the registered office of the Company at Jubilee Insurance House, Wabera Street or Image Registrars offices at 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street.
- (ii) Shareholders must provide their full details (full names, ID/Passport Number/CDS Account Number) when submitting their questions.
- (iii) All questions should reach the Company on or before 20 June 2022 at 11:00 a.m.
- (iv) Following receipt of the questions, the Directors shall provide written responses to the email address provided by the Shareholder and on the Company's website no later than 12 hours before the start of the meeting and shall publish a full list of all questions and answers thereto on the Company's website after the meeting.

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 telephone.
- (iii) Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street and at Jubilee Insurance House.



(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 or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 11:00 a.m. on Monday 20 June 2022.

(v) 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 3:00 p.m. on 20 June 2022.

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, providing a link to the livestream.

(ii) Duly registered Shareholders and proxies may follow the proceedings of the AGM using the livestream platform, may access the agenda, may vote (when prompted by the Chairman) via the USSD prompts.

(iii) Results of the AGM shall be published on the Company's website within 24 hours following conclusion of the AGM.