

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of KEY INSURANCE COMPANY LIMITED (hereinafter referred to as the Company) will be held on Thursday, 22 October 2020 at 2:30 p.m. at the Company's Head Office located at 6C Half Way Tree Road, Kingston 5 for the following purposes:

1. To receive the report of the Board of Directors and the Audited Financial Statements for the year ended 31 December 2019 circulated herewith.

To consider and (if thought fit) pass the following resolution: -

RESOLUTION NO. 1

"THAT the Audited Financial Statements for the year ended 31 December 2019 and the reports of the Directors and Auditors circulated with the Notice convening the meeting be and are hereby adopted."

2. To elect Directors

To consider and (if thought fit) pass the following resolutions: -

RESOLUTION NO. 2

- (a) "THAT Sandra Masterton who retires by rotation in accordance with Section 97 of the Amended Articles of Incorporation and who being eligible, offers herself for re-appointment, be hereby re-appointed."
- (b) "THAT the following Directors who retire in accordance with Section 103 of the Amended Articles of Incorporation and who being eligible, offer themselves for re-appointment, be hereby re-appointed en bloc."

Donald Wehby
Linval Freeman
Herma McRae
Rochelle Cameron
Kareem Tomlinson
Kerry-Ann Heavens
Mariame McIntosh Robinson

3. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors.

To consider and (if thought fit) pass the following resolutions: -

RESOLUTION NO. 3

"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."

4. To fix the fees of the Directors

To consider and (if thought fit) pass the following resolution: -

RESOLUTION NO. 4

"THAT the amount shown in the Financial Statements of the Company for the year ended 31 December 2019 for fees of the Directors be and is hereby approved."

By Order of the Board



Kerry-Ann Heavens
Company Secretary
Key Insurance Company Limited
30 June 2020