

JUBILEE GENERAL INSURANCE COMPANY LIMITED
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (the “EOGM”) of Jubilee General Insurance Company Limited (the “Company”) will be held on Monday, June 29, 2026 at 9:00 a.m. physically at the registered office of the Company situated at Jubilee Insurance House, I.I. Chundrigar Road, Karachi, as well as through video conferencing facility to transact the following business:

ORDINARY BUSINESS

To elect nine (9) Directors of the Company as fixed by the Board of Directors in accordance with Sections 159(1) of the Companies Act, 2017 for a period of three (3) years commencing from June 29, 2026. The following retiring Directors are also eligible for re-election.

1. Mr. Akbarali Pesnani
2. Mr. John Joseph Metcalf
3. Mr. Riyaz Ali Towfiq Chinoy
4. Mr. Amin A. Hashwani
5. Mr. Mohammad Akhtar Bawany
6. Mr. Abrar Ahmed Mir
7. Ms. Nausheen Ahmad
8. Ms. Ava Ardeshir Cowasjee
9. Ms. Sima Kamil

A Statement under Section 166(3) of the Companies Act 2017 relating to the Election of Directors to be carried out at the EOGM is annexed with this notice of the EOGM.

By Order of the Board

Karachi: May 22, 2026

Imran Chagani
Company Secretary

NOTES:

1. BOOK CLOSURE

The Shares Transfer Books of the Company will remain closed from June 23, 2026 to June 29, 2026 (both days inclusive). No transfers will be accepted for registration during this period. Transfers received in good order at the office of the Company's Share Registrar, M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi, by the close of business on June 22, 2026 will be treated in time for the purpose of attending the EOGM and as applicable.

2. ELECTION OF DIRECTORS

Any person seeking to contest the Election of Directors shall file with the Company either at its registered office at 2nd Floor, Jubilee Insurance House, I.I. Chundrigar Road, Karachi or at company.secretary@jubileegeneral.com.pk not later than fourteen (14) days before the date of the EOGM, of his/her intention to offer himself/herself for the Election of Directors in terms of Section 159(3) of the Companies Act 2017, via a notice in terms of the aforementioned Section, together with:

- a) Notice of intention to offer himself/herself for election as a director in terms of Section 159(3) of the Companies Act, 2017.
- b) Consent to Act as a Director (Appendix to Form-9) in accordance with Section 167 of the Companies Act 2017.
- c) Detailed profile, along with office address, in accordance with S.R.O 1196(1) 2019 dated October 3, 2019.
- d) Attested copy of CNIC.
- e) Declaration on non-judicial stamp paper that:
 - i. He/she is aware of his/her duties and powers under prevailing law, the Listing Regulations of the Pakistan Stock Exchange and the Memorandum and Articles of Association of the Company.
 - ii. He/she is not a minor, neither of unsound mind nor and undischarged insolvent.
 - iii. He/she is borne on the register of National Tax Payers.
 - iv. He/she has not been convicted by a Court as a defaulter on Account of payment of a loan to Financial Institution(s).
 - v. He/she is not otherwise ineligible to become a director of a listed company under Section 153 and any other provision of the Companies Act 2017, or any other applicable law, rules, or regulations
 - vi. He/she is not serving as director in more than seven (7) listed Companies, including the Company.
 - vii. Neither he/she, nor his/her spouse, is engaged in the business of stock brokerage.
 - viii. He/she does not hold any direct or indirect ownership interest in an insurance broker or take part in the management or direction of an insurance broker.
 - ix. He/she is aware of, and will adhere to, the restrictions of the "Closed Period", that will be announced periodically by the Company.
 - x. He/she is a fit and proper person to hold that position
- f) Independent director(s) will be elected through the process of election of directors in

terms of Section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:

- i. Declaration by independent director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - ii. Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation, 2018.
 - iii. Attested copies of the educational qualification and experience as provided in sub-regulation (1) of the aforesaid regulations
- g) If the number of members who offer themselves is not more than the number of directors to be elected, such members will be elected unopposed without the voting process.
- h) In case of election of directors, if required, then schedule and procedure of postal ballot / electronic voting along with Postal Ballot for election of directors shall be published in newspaper and also placed on the Company's website i.e. <https://jubileegeneral.com.pk/> at least seven (7) days before the meeting.
- i) The final list of contesting directors will be published in newspapers not later than seven (7) days before the date of the EOGM, in terms of section 159(4) of the Companies Act, 2017 Further, the website of the Company will also be updated with the required information.

3. PARTICIPATION IN THE EOGM

In the light of relevant guidelines issued by Securities and Exchange Commission of Pakistan ("SECP") vide Directive No. SMD/SE/2/20/2021/117 dated December 15, 2021, the Members are encouraged to participate in the general meetings through electronic facility organized by the Company.

A. ATTENDING THE EOGM THROUGH ELECTRONIC MEANS

To attend the EOGM online through electronic means the Members are requested to get themselves registered with the Company Secretary office by June 27, 2026 at company.secretary@jubileegeneral.com.pk by providing the following details:

Shareholder Name	CNIC No.	Folio / CDS No.	Mobile Phone No.	Email Address

The login facility will be opened 15 minutes before the EOGM time to enable the participants to join the EOGM after identification process. Shareholders will be able to login and participate in the EOGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

B. ATTENDING THE EOGM PHYSICALLY

Physical arrangements for shareholders to attend the EOGM have been made at the Registered Office of the Company situated at Jubilee Insurance House, I. I. Chundrigar Road, Karachi.

Requirements for Attending the EOGM:

- a. In the case of individuals, the CDC account holders, sub-account holders, and/or persons whose securities are held in a group account and whose registration details are uploaded as per the CDC Regulations, shall authenticate their identity by presenting their original valid Computerized National Identity Card (CNIC) or original valid passport at the time of attending the meeting.
- b. In the case of a corporate entity, a Board of Directors' resolution or power of attorney, along with the specimen signature of the nominee and his/her original valid Computerized National Identity Card (CNIC) or original valid passport, shall be produced at the time of attending the meeting (if not already provided earlier).

C. ATTENDING THE EOGM THROUGH PROXIES

- i. A Member entitled to attend and vote at the EOGM may appoint another member as his/her proxy to attend, speak and vote at the EOGM on his/her behalf.
- ii. The proxy forms must be completed in all respects and to be effective must be deposited at the Registered Office of the Company not later than 48 hours before the EOGM.
- iii. For attending the EOGM and appointing proxies, the CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 of 2000 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP). The rights of members and their proxies exercisable during meetings and all other relevant information are listed under Section 137 of the Companies Act 2017, which can be easily accessed on the Securities and Exchange Commission of Pakistan (SECP) website.
- iv. For attending the EOGM through electronic means, proxy form should be submitted along with proxy holders' email address and mobile number.

4. APPLICABILITY OF POSTAL BALLOT REGULATIONS

Procedure for E-Voting

- a. In accordance with the Companies (Postal Ballot) Regulations, 2018, Members will be entitled to exercise their right to vote through postal ballot, including by post or e-voting, in the manner and subject to the conditions prescribed therein. The facility of postal ballot will be available for the election of directors as is required or permitted under applicable law.
- b. Details of the e-voting facility will be shared through an e-mail with those Members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the Register of Members of the Company by the close of business on June 22, 2026.
- c. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to Members through SMS from the web portal of our share registrar, THK Associates (Pvt.) Limited (being the e-voting service provider).
- d. Identity of the Members intending to vote through e-voting shall be authenticated through electronic signature or authentication for login.
- e. Members shall vote online at any time from June 23, 2026 from 9:00 a.m. to June 28, 2026. Voting shall close on June 28, 2026, at 5:00 p.m. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot

- a. Pursuant to Companies (Postal Ballot) Regulations, 2018 ("Regulations, 2018"), for the purpose of election of directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- b. The Members shall ensure that the duly filled and signed ballot paper, along with a copy of the Computerized National Identity Card (CNIC) should reach the Chairman of the Meeting through the post at the Company's registered address on 2nd Floor, Jubilee Insurance House, I.I. Chundrigar Road, Karachi, or email at company.secretary@jubileegeneral.com.pk at least one (1) working day before the EOGM during working hours. The signature on the ballot paper should match the signature on CNIC.
- c. Shareholders are requested to notify immediately of any change in their address to the Company's share registrar.

5. APPOINTMENT OF SCRUTINIZER

In accordance with Regulation 11 of the Companies (Postal Ballot) Regulation, 2018 (the Regulation), the Board of the Company has appointed UHY Hassan Naeem & Co., Chartered Accountants, a QCR rated audit firm, to act as scrutinizer of the Company for Election of Directors at the EOGM and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

6. The Company has electronically transmitted the notice of the EOGM via email to those Members whose email addresses are available with the Share Registrar. A copy of the Notice of the EOGM, the Proxy Form, and other relevant information has been placed on the Company's website: <https://jubileegeneral.com.pk/>

7. INTIMATION OF NO GIFT DISTRIBUTION

The SECP vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(1)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to members at or in connection with general meetings. In accordance with Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties. Members are hereby informed that no gifts will be distributed at the meeting.

STATEMENT OF MATERIAL FACTS
UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

This Statement sets out the material facts concerning the Election of Directors to be carried out at the EOGM.

As a listed company, the Company is required to have independent directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019. The Company shall ensure that its election of independent directors comply with the requirements of Sections 159 and 166(2) of the Companies Act 2017, the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and that such independent directors are included in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance.

Core competencies; diversity, skillset, knowledge and experience of the election contestants shall also be considered during the finalization of independent directors.

The Directors are not interested, directly or indirectly, in the above other than as Shareholders of the Company and they are eligible to contest the Election for Directors.