

JUBILEE HOLDINGS LIMITED

CAUTIONARY NOTICE

PROPOSED STRATEGIC TRANSACTION WITH ALLIANZ SE IN RESPECT OF JUBILEE HOLDINGS LIMITED'S SUBSIDIARIES ENGAGED IN SHORT-TERM GENERAL (PROPERTY AND CASUALTY) INSURANCE ACTIVITIES IN KENYA, UGANDA, TANZANIA, BURUNDI AND MAURITIUS

Pursuant to Regulation 19(2) of the Capital Markets (Securities)(Public Offers, Listing and Disclosures) Regulations, 2002 (as amended) Jubilee Holdings Limited (JHL) hereby announces to the public that JHL has entered into a set of binding transaction agreements (Agreements) with Allianz Africa Holding GmbH (Allianz) to establish a long-term strategic business partnership with respect to JHL's short-term general (property and casualty) insurance business operations in five countries in Africa namely, Kenya, Uganda, Tanzania, Burundi and Mauritius.

Allianz is a subsidiary of Allianz SE that is a parent company headquartered in Munich, Germany and is listed on German Stock Exchanges, Allianz SE and its subsidiaries comprise the Allianz group – which serves over 100 million individual and corporate customers in over 70 countries with a broad range of insurance services, ranging from property, life and health insurance to assistance services to credit insurance and global business insurance as well as asset management services. Allianz group currently has a presence in 12 countries in Africa and serves customers in 40 African markets.

The transaction will involve a series of sale and purchase agreements that will result in the Allianz group becoming co-shareholders with JHL by acquiring equity stakes ranging from 51% to 66% in JHL operating subsidiaries engaged in the short-term general insurance business in each of Kenya, Uganda, Tanzania, Burundi and Mauritius for total consideration of Kenya Shillings ten billion eight hundred million (KES 10.8 billion) of which Kenya Shillings seven billion seven hundred and fifty million (KES 7.75 billion) will be received by the JHL Group (the "Transaction"). JHL will continue to hold significant minority equity stakes in each of these operating subsidiaries. The Transaction does not include any of JHL's Life businesses nor Health insurance business in Kenya, Uganda and Tanzania.

On a proforma basis, JHL estimates that the operating subsidiaries that are the subject of the Transaction account for 12.3% of JHL's consolidated net assets of Kenya Shillings thirty-two billion three hundred million (KES 32.3 billion) reported as at 30 June 2020.

In addition, the Transaction will include the transfer of the insurance business currently undertaken by Allianz's subsidiary in Kenya, Allianz Insurance Company of Kenya Limited, to Jubilee General Insurance Limited.

The Transaction is subject to (i) obtaining approvals from JHL shareholders (ii) completion of the restructuring of JHL's subsidiaries in Uganda and Tanzania into separate general insurance entities, and (iii) obtaining regulatory approvals (including but not limited to approvals from the Capital Markets Authority, Insurance Regulatory Authorities in each of the five countries and local and regional Competition Authorities) and other usual and customary conditions.

JHL expects to make further announcements and circulate information to its shareholders in connection with this Transaction. Until further announcements regarding the Transaction are made, JHL shareholders and other investors are advised to exercise caution when dealing in JHL's shares on the Nairobi Securities Exchange, Uganda Securities Exchange and Dar es Salaam Securities Exchange.

Jubilee Holdings Limited

Mr Nizar Juma
Chairman
29th September 2020

DISCLAIMER: This announcement is for information purposes only. It has been issued with the approval of the Capital Markets Authority pursuant to the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations 2002 as amended. As a matter of policy, the Capital Markets Authority of Kenya, the Capital Markets Authority of Uganda and the Capital Markets and Securities Authority of Tanzania assume no responsibility for the correctness of the statements appearing in this announcement.

Advisors to JHL

Transaction advisor:
Stanbic Bank Kenya Limited



Legal Advisor:
CMS Daly Inamdar Advocates

