

TRAFALGAR DEVELOPMENT BANK LIMITED. 1999

NOTICE of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of TRAFALGAR DEVELOPMENT BANK LIMITED will be held in the Somerset Suite of the Courtleigh Hotel & Suites, 85 Knutsford Boulevard, Kingston 5 on Friday, February 25, 2000 at 10:00 a.m. for the following purposes:

1. To receive the Audited Accounts for the year ended September 30, 1999 and the Reports of the Directors and Auditors thereon.

To consider and if thought fit pass the following Resolution:

RESOLUTION 1

"That the Audited Accounts for year ended September 30, 1999 with Reports of Directors and Auditors thereon circulated with the Notice convening the meeting be and are hereby received and adopted."

2. To declare the interim dividend paid on March 22, 1999 as final.
To consider and if thought fit pass the following Resolution:

RESOLUTION 2

"That as recommended by the Directors, the interim dividend paid on March 22, 1999 be and is hereby declared as final and that no further dividend be paid in respect of the year under review."

3. To elect Directors.

In accordance with Articles 92 and 93 of the Company's Articles of Association, the Directors retiring by rotation are Messrs. Roy Collister, Charles Johnston, Geoffrey Messado and R. Anthony Williams, all of whom being eligible, offer themselves for re-election.

f To consider and if thought fit to pass the following Resolutions:

RESOLUTION 3

- (i) "That the Directors to be re-elected be re-elected en bloc";
- (ii) "That Messrs. Roy Collister, Charles Johnston, Geoffrey Messado and R. Anthony Williams be and are hereby re-elected Directors of the Company".

4. To fix the remuneration of PriceWaterhouseCoopers as Auditors, and/or to determine the manner in which the Auditors' remuneration is to be fixed. To consider and if thought fit pass the following Resolution:

RESOLUTION 4

"That the Directors be and are hereby authorised to fix the remuneration of the Auditors at a figure to be agreed with them."

- 5. To fix the remuneration of the Directors.
- 6. Special Business.

To consider and if thought fit pass the following Special Resolution:

RESOLUTION 5

"That the Articles of Association of the Company be altered as follows:

- (i) That Article 25A which states that -
'No member shall hold more than fifteen percent (15%) of the issued share capital of the Company and neither shall the

Company reduce its issued share capital nor shall its Directors issue, allot or register the transfer of any share if to do so would result in a contravention of this Article' be and is hereby deleted in its entirety and removed from the Articles of Association.

(ii) That Article 25B be re-numbered as Article 25".

7. To consider any other business that may be conducted at an Annual General Meeting.

DATED THIS 24TH DAY OF SEPTEMBER, 1999

By Order of the Board

Lilieth Turnquest (Mrs)
Corporate Secretary
